



SCHEME OF DELEGATION

BETWEEN

ST CUTHBERT'S ROMAN CATHOLIC MULTI-ACADEMY TRUST COMPANY

AND

ST MARY'S COLLEGE, ST AUGUSTINE'S, ST ANTHONY'S, ST CHARLES, ENDSLEIGH HOLY CHILD, ST MARY QUEEN OF MARTYRS, ST RICHARD'S, ST THOMAS MORE, ST VINCENT'S, ST PETER'S, ST GEORGES, ST MARY'S, ST MARY AND ST JOSEPH'S, OUR LADY & ST PETER'S, ST JOHN OF BEVERLEY.



EFFECTIVE DATE: 28/09/2023

DEFINITIONS

In this Scheme of Delegation, the following terms shall have the following meanings:

- i. 'Academy' means the academy named at the beginning of this Scheme of Delegation and includes all sites upon which the academy undertaking is, from time to time, being carried out;
- ii. 'Articles of Association' means the articles of association of the Multi-Academy Trust Company (to be based on the February 2015 agreed model articles of association available on the Department for Education website);
- iii. 'Bishop' means the Bishop of the Roman Catholic diocese of Middlesbrough in which the Academy Trust Company is situated (as defined in Canon law) and includes any person exercising Ordinary jurisdiction in his name (including Vicars General and Episcopal Vicars) and any person delegated by him, including officers of the Diocese;
- iv. 'Board of Directors' means the board of Directors of the Multi-Academy Trust Company;
- v. 'Canon law' means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon law, this shall be determined exclusively by the Bishop;
- vi. 'Chair' means the chair of the Board of Directors or the chair to the Local Governing Body of the Academy appointed from time to time, as appropriate;
- vii. 'Clerk' or means the clerk to the Board of Directors and/or the clerk to the Local Governing Body of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
- viii. 'Delegated Functions' means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix I;
- ix. 'Diocese' or 'Diocesan' means the education service provided by the diocese, which may also be known, or referred to, as the Diocesan Education Service or Diocesan Schools Commission;
- x. 'Diocesan Trustee' means a trustee of the Diocese appointed by the Bishop to safeguard the interests of the Catholic community as a whole in the Diocese and to serve its needs;
- xi. 'Directors' means directors appointed to the Board of the Multi-Academy Trust Company;
- xii. 'Foundation Directors and Foundation Governors' means the directors or governors from time to time appointed by the Bishop to represent his diocesan policy on the Board of the Academy Trust Company or the Local Governing Body of the Academy, as appropriate;
- xiii. 'Governors' means the governors appointed and elected to the Local Governing Body of the Academy, from time to time;

- xiv. 'Local Governing Body' means any committee established by the Directors pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;
- xv. 'Member' means a member of the Multi-Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
- xvi. 'Multi-Academy Trust Company' means the company responsible for the management of the Academy and, for all purposes, means the employer of staff at the Academy;
- xvii. 'Headteacher' means the head of school or executive headteacher as the case may be and is the person named as the headteacher of the school for Ofsted purposes;
- xviii. 'Protocol' means the document that outlines the committed working relationship between the Diocese and the Multi-Academy Trust Company;
- xix. 'Reserved Matters' means the matters that the Directors have determined will not be delegated and will be dealt with exclusively by them;
- xx. 'Vice-Chair' means the vice-chair of the Board of Directors or the vice-chair of the Local Governing Body of the Academy elected from time to time, as appropriate.

1. GOVERNANCE OF THE MULTI-ACADEMY TRUST COMPANY

1.1 This Scheme of Delegation has been adopted by the Directors from the Effective Date in accordance with the provisions of the Multi-Academy Trust Company's Articles and it should be read in conjunction with the Articles of Association. References in this Scheme of Delegation to numbered Articles are to the relevant clause of the Multi-Academy Trust Company's Articles of Association.

1.2 As a charity and company limited by guarantee the Multi-Academy Trust Company is governed by the Board of Directors who are responsible for, and oversee, the management and administration of the Multi-Academy Trust Company and the academies run by the Multi-Academy Trust Company, including the Academy. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Multi-Academy Trust Company. These responsibilities are largely carried out through strategic planning and the setting of policy.

1.3 As the Academy is a Catholic school, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education & Skills Funding

Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Multi-Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.

- 1.4 In order to discharge these responsibilities people who are more locally based may be appointed by the Directors, except insofar as the Bishop appoints the Foundation Governors, to serve on a Local Governing Body (or equivalent) which has been established to ensure the good governance of the Academy. In discharging their duties, the Local Governing Body will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and Diocesan directions and guidance, where required.
- 1.5 Foundation Directors and Foundation Governors are appointed by the Bishop, and the Foundation Director/Foundation Governor's obligations must be carried out in accordance with any Diocesan policy or protocol, the requirements outlined in the Multi-Academy Trust Company's Articles of Association, this Scheme of Delegation, the Protocol between the Diocese, the Multi-Academy Trust Company and the Academy and any other associated policies and protocols.
- 1.6 This Scheme of Delegation, particularly the table at Appendix I, explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the Governors and their commitments to each other to ensure the success of the Academy and the Multi-Academy Trust Company. This Scheme of Delegation serves as the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Body.

2. ETHOS AND MISSION STATEMENT

2.1 The Academy's mission is as follows:

1. To give every member of the St Cuthbert's family the experiences to encounter Christ and know that they are loved by Him
2. Enable all to meet their full potential and flourish
3. To provide excellent academic opportunities for learning
4. To grow in the Christian virtues of Charity and Service to others, in Faith, Hope and Love
5. To grow in service of others.

As St Cuthbert did, we will give ourselves gladly for the education of those in our care and walk with them on their life road wherever it may take them.

2.2 St Cuthbert's Roman Catholic Academy Trust has a Catholic designation and an Admissions Code which prioritises the entry of Catholic students, notwithstanding any statutory priority admissions.

2.3 The Academy will seek to ensure that it develops and maintains strong relationships with the other academies in the Multi-Academy Trust Company, as well as other schools, agencies and businesses in the local community.

1. MEMBERS' POWERS AND RESPONSIBILITIES

The Members of the Multi-Academy Trust Company are the guardians of the governance of the Multi-Academy Trust Company. They are accountable to the Bishop (unless the Member is the Bishop) to ensure that the Multi-Academy Trust Company is being operated in accordance with the objects in the Articles of Association, which only they can vary.

2. DIRECTORS' POWERS AND RESPONSIBILITIES

2.1 The Directors have a duty to act in fulfilment of the Multi-Academy Trust Company's objects which are set out in the Articles of Association. The Directors also have a duty to the Bishop to uphold the objects of the Multi-Academy Trust Company and to comply with any directives, advice or guidance issued by the Bishop.

2.2 Directors will have regard to the interests of the other academies for which the Multi-Academy Trust Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.

2.3 Article 100 provides for the appointment by the Directors of committees, which may be known as Local Governing Bodies, to whom the Directors may delegate certain of their functions¹. The general power to delegate functions under Article 100 is limited in accordance with Articles 105A, 105AA and 105B.

2.4 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation sets this out as well as acknowledging the authority delegated by the Directors to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil its mission.

2.5 Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by the Members of the Multi-Academy Trust Company following a special resolution, or any directives issued by the Bishop or the Diocese, and in accordance with the policies and protocols agreed by

¹ Whatever the Multi-Academy Trust Company calls the committee(s) established to carry out the functions of the Multi-Academy Trust Company at the local academy level, such committee(s) shall always be established in accordance with Articles 100 and 101.

the Directors, the way that the business of the Academy is carried forward at a local level shall be delegated by the Directors to the Local Governing Body in accordance with this Scheme of Delegation, more particularly the table at Appendix I.

3. CONSTITUTION OF THE MULTI-ACADEMY TRUST COMPANY

3.1 The initial members of the Multi-Academy Trust Company are those named in the Memorandum of Association.

3.2 The requirements relating to the constitution of the board of the Directors of the Multi-Academy Trust Company are set out in the Articles of Association.

3.3 The requirements relating to the carrying out of the business of the Directors is set out in the Articles of Association.

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

6.1 Membership

6.1.1 The members of the Local Governing Body shall be known as Governors.

6.1.2 The number of people who shall sit on the Local Governing Body shall be not less than three subject always to paragraph 6.2.1.

6.1.3 The constitution of the Local Governing Body will be in accordance with Appendix 2. A different constitution may be adopted at any time by the Directors with prior written approval of the Diocese.

6.1.4 The Foundation Governors on the Local Governing Body will be those appointed by the Bishop.

6.1.5 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of that meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

6.1.6 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors, the Bishop and the Diocesan Trustees to uphold the objects of the Multi-Academy Trust Company. The Clerk shall be responsible for ensuring that this has been completed and that a copy has been sent to the Diocesan Education Service.

6.2 Appointment of members of the Local Governing Body

6.2.1 Foundation Governors

The Foundation Governors shall be appointed by the Bishop. They shall outnumber all the other members by two so as to ensure the preservation and development of the Catholic character of the Academy and the Multi-Academy Trust Company.

6.2.2 Staff Governors

6.2.2.1 Unless the Principal resigns from the Local Governing Body, he/she shall be treated for all purposes as being an ex officio member of the Local Governing Body.

6.2.2.2 The Local Governing Body may appoint persons who are employed at the Academy to serve on the Local Governing Body through such processes as the Directors may determine, provided that the total number of such persons (including the Headteacher) complies with the Local Governing Body's constitution in force at the time.)

6.2.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body, the Local Governing Body shall invite nominations from all staff who are employed by the Multi-Academy Trust Company and who work at the Academy (excluding the Headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

6.2.3 Parent Governors

6.2.3.1 Subject to clause 6.2.3.5, the parent members of the Local Governing Body shall be appointed after election by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.

6.2.3.2 The Local Governing Body shall make all necessary arrangements for election of the parent members of the Local Governing body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot.

6.2.3.3 The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.

- 6.2.3.4 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.3.5 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 6.2.3.6 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 6.2.3.5, the Local Governing Body shall appoint a person who is the parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 6.2.3.7 The first parent and staff members of the Local Governing Body may be those people who filled those positions on the governing body of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected or appointed to the predecessor governing body provided that the minimum membership of the Local Governing Body does not decrease following closure.

6.3 Term of office

The term of office for any person, other than a Foundation Governor, serving on the Local Governing Body shall be four years, to be specified at the time of appointment by the person or body appointing them, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body save that Foundation Governors may only serve a maximum of three consecutive four-year terms (other than with the consent of the Bishop).

6.4 Resignation and removal

- 6.4.1 Except in the case of a Foundation Governors, a person serving on the Local Governing Body shall cease to hold office if he/she resigns his/her office by notice to the relevant Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect). The Local Governing Body must give a copy of the notice to the Directors. A Foundation Governor must resign his/her office by notice to the Bishop who appointed him/her and provide a copy of the notice to the Local Governing Body who shall, in turn, provide that copy to the Directors.

- 6.4.2 A person serving on the Local Governing Body shall cease to hold office if he/she is removed by the person or persons who appointed him/her. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Multi-Academy Trust Company and/or the Academy, or to preserve and develop the Catholic character, or to act in a way which is in breach of this Scheme of Delegation or the undertaking given pursuant to paragraph 6.1.6 will be taken into account. A person (except a Foundation Governor) may also be removed by the Directors but only after the Directors have given due regard to any representations by the relevant Local Governing Body.
- 6.4.3 If any person who serves on the Local Governing Body in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his/her work at the Academy.
- 6.4.4 If any person who serves on the Local Governing Body in his/her capacity as a parent ceases to be a parent of a child on roll at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically at the end of that school term.
- 6.4.5 Where a person who serves on the Local Governing Body is removed from office, those removing him/her, shall give written notice thereof to the Local Governing Body, who shall, in turn, notify the Directors.

6.5 Disqualification of members of the Local Governing Body

- 6.5.1 No person shall be qualified to serve on the Local Governing Body unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 6.5.2 A person serving on the Local Governing Body shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 6.5.3 A person serving on the Local Governing Body shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his/her office be vacated.
- 6.5.4 A person shall be disqualified from serving on the Local Governing Body if:
- 6.5.4.1 His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - 6.5.4.2 He/she is the subject of a bankruptcy restrictions order or an interim order.

- 6.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 6.5.6 A person serving on the Local Governing Body shall cease to hold office if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the Local Governing Body if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.
- 6.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is:
- 6.5.8.1 subject to a direction of the Secretary of State under s.142 of the Education Act 2002 or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction; or
 - 6.5.8.2 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 6.5.8.3 disqualified from working with children in accordance with Sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000; or
 - 6.5.8.4 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or
 - 6.5.8.5 disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 or child minding or providing day care; or
 - 6.5.8.6 disqualified from registration under Part 3 of the Childcare Act 2006; or
 - 6.5.8.7 disqualified under the Childcare (Disqualification) Regulations 2009.
- 6.5.9 A person may be disqualified from serving on the Local Governing Body if they have ever been:
- 6.5.9.1 convicted of an offence involving violence, dishonesty or deception, or any sexual offence which is not a protected offence; or
 - 6.5.9.2 convicted of causing a nuisance or disturbance on school and/or educational premises; or
 - 6.5.9.3 sentenced to imprisonment (whether suspended or not), in the UK or elsewhere, for a period of not less than three months.

- 6.5.10 A person shall be disqualified from serving on the Local Governing Body where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.5.11 A person shall be disqualified from serving on the Local Governing Body if he/she has not provided to the Chair of the Board of Directors the proper criminal records certification as required by law and outlined by the Diocese and the Catholic Education Service. In the event that any such certification or checks disclose any information which would, in the opinion of either the Chair of the Board of Directors or the Principal, confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 6.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body and he/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors and the Bishop.
- 6.5.13 This clause 6.5 shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

6.6 Responsibilities of the Local Governing Body

- 6.6.1 The responsibilities of the Local Governing Body are outlined in this Scheme of Delegation, more particularly in the table at Appendix I.
- 6.6.2 The Local Governing Body will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocesan Bishop as communicated to the Local Governing Body from time to time.

6.7 BUSINESS/PROCEEDINGS OF THE LOCAL GOVERNING BODY

Meetings of the Local Governing Body

- 6.7.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as its members see fit.
- 6.7.2 The Local Governing Body shall meet at least once per term. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing

Body. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction:

- 6.7.2.1 given by the Directors or the Local Governing Body; or
 - 6.7.2.2 given by the Chair of the Local Governing Body or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.7.2.1 above.
- 6.7.3 Any three members of the Local Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Body and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7.4 The Clerk shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:
- 6.7.4.1 notice in writing thereof and sent to each member of the Local Governing Body at the address provided by each member from time to time;
 - 6.7.4.2 all reports or other papers to be considered at the meeting; and
 - 6.7.4.3 a copy of the agenda for the meeting;
- provided that where the Chair or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof, are given within such shorter period as he/she directs.
- 6.7.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.7.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.7.1 the members of the Local Governing Body so resolve; or
 - 6.7.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.7.10, subject to paragraph 6.7.12.
- 6.7.8 Where in accordance with paragraph 6.7.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven

days of the date on which the meeting was originally to be held or was so terminated.

6.7.9 Where the Local Governing Body resolves in accordance with paragraph 6.7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

6.7.10 Subject to paragraph 6.7.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.

6.7.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.7.12 The quorum for the purposes of:

6.7.12.1 appointing a parent member;

6.7.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;

6.7.12.3 any vote on the removal of the Chair of the Local Governing Body;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

6.7.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.

6.7.14 Subject to paragraphs 6.7.10 – 6.7.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.

6.7.15 The proceedings of the Local Governing Body shall not be invalidated by

6.7.15.1 any vacancy on the board; or

6.7.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

6.7.16 A resolution in writing, signed by the requisite majority of all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case

may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his/her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.

6.7.17 Subject to paragraph 6.7.18, the Local Governing Body shall ensure that a copy of:

6.7.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;

6.7.17.3 the signed minutes of every such meeting; and

6.7.17.4 any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

6.7.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.7.17, any material relating to:

6.7.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

6.7.18.2 a named pupil at, or candidate for admission to, the Academy; and

6.7.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

6.7.19 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:

6.7.19.1 He/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and

6.7.19.2 the Local Governing Body has access to the appropriate equipment; and

6.7.19.3 he/she assures the Local Governing Body that the telephone connection and the surrounding environment from which the call is to be made is secure and will comply with the requirement to maintain confidentiality of the business of the Local Governing Body at all times; and

6.7.19.4 he/she is able to hear all participants and fully take part in the discussions.

6.7.20 If, after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference pursuant to 6.7.19, the meeting may still proceed with its business provided it is otherwise quorate.

The Minutes

6.7.21 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

6.7.21.1 all appointments of officers made by the Local Governing Body;
and

6.7.21.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

6.7.22 The Chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors, the Bishop and the Diocesan Trustees as soon as reasonably practicable after those minutes are approved.

Delegation

6.7.23 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.

6.7.24 Where any power or function of the Directors or the Local Governing Body is exercised by any subcommittee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

Committees of the Local Governing Body

6.7.25 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors.

Chair and Vice-Chair of the Local Governing Body

6.7.26 The members of the Local Governing Body shall, each school year at their first meeting in that year, elect a Chair and a Vice-Chair from amongst the Foundation Governors in their number to serve until a successor is appointed or a vacancy occurs pursuant to paragraph 6.7.28.

6.7.27 Subject to paragraph 6.7.30, the Chair or Vice-Chair shall hold office as such until his/her successor has been elected in accordance with paragraphs 6.7.26 - 6.7.37.

6.7.28 The Chair or Vice-Chair may at any time resign his/her office by giving notice in writing to the Local Governing Body.

6.7.29 The Chair or Vice-Chair shall cease to hold office if:

6.7.29.1 He/she ceases to serve on the Local Governing Body;

6.7.29.2 He/she is employed by the Multi-Academy Trust Company whether or not at the Academy;

6.7.29.3 He/she is removed from office in accordance with this Scheme of Delegation; or

6.7.29.4 in the case of the Vice-Chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.

6.7.30 Where by reason of any of the matters referred to in paragraph 6.7.29, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.

6.7.31 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair or his/her nominee shall act as the Chair for the purposes of the meeting.

6.7.32 Where in the circumstances referred to in paragraph 6.7.30, the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Body shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the

person elected shall neither be a person who is employed by the Multi-Academy Trust Company whether or not at the Academy nor a Director.

6.7.33 A Director shall act as Chair during that part of any meeting at which the chair is elected.

6.7.34 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

6.7.35 The Chair or Vice-Chair may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.

6.7.36 A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:

6.7.36.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and

6.7.36.2 the matter of the Chair or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings; and

6.7.36.3 copies of the resolutions referred to at paragraph's 6.7.36 and 6.7.36.1 above are served on the Directors.

6.7.37 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Clerk

6.7.38 The Directors may appoint a Clerk (who must not be the Headteacher) to provide clerking services to the Local Governing Body and may remove the Clerk from office at any time.

6.7.39 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of its members to act as Clerk for the purposes of that meeting.

6.7.40 The Clerk must:

6.7.40.1 convene meetings of the Local Governing Body;

6.7.40.2 attend meetings of the Local Governing Body;

6.7.40.3 advise the Local Governing Body on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and the law;

4.7.40.4 ensure that minutes of the proceedings are drawn up; and

- 6.7.40.5 perform any other functions determined by the Local Governing Body.

Conflicts of Interest

- 6.7.41 A conflict of interest/loyalty shall not be deemed to occur solely from the fact that any member of the Local Governing Body is also a director, charity trustee or governor of any other Catholic school or schools or other educational institution(s), diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s). Any member of the Local Governing Body who has, or can have, any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts, or may conflict, with his/her duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he/she becomes aware of it. Subject to Article 98A, a person is not permitted to attend any meeting of the Local Governing Body or committee of the Local Governing Body, or any part of any such meeting, where it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and the Multi-Academy Trust Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 6.7.42 For the purpose of paragraph 5.7.42, a person has a Personal Financial Interest if he/she is in the employment of the Multi-Academy Trust Company or is in receipt of remuneration or the provision of any other benefit directly from the Multi-Academy Trust Company or in some other way is linked to the Multi-Academy Trust Company or the Academy.
- 6.7.43 In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 6.7.44 Any disagreement between the members of the Local Governing Body and the Principal or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

Indemnity

- 6.7.45 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Multi-Academy Trust Company acting in relation to the Academy shall be indemnified out of the assets of the Multi-Academy Trust Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Multi-Academy Trust Company, subject to the limitation of s.189 of the Companies Act 2011.

Notices

- 6.7.46 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation “address” in relation to electronic communications includes a number or address used for the purposes of such communications.
- 6.7.47 A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 6.7.48 A member of the Local Governing Body present at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.7.49 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

7 OPERATIONAL MATTERS AT MULTI-ACADEMY TRUST COMPANY AND LOCAL GOVERNING BODY LEVEL

- 7.1 The Local Governing Body shall comply with the obligations set out in this Scheme of Delegation, particularly the relevant sections of the table at Appendix I, which deals with the day to day operations of the Local Governing Body.
- 7.2 The Local Governing Body will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocese as communicated to the Local Governing Body from time to time.
- 7.3 Except for the Foundation Directors and Foundation Governors, the other Directors and members of the Local Governing Body have a duty to act independently and not to act as agents of those who may have appointed

them. All Directors and members of the Local Governing Body will act with integrity, objectivity and honesty in the best interests of the Multi-Academy Trust Company and the Academy and shall be open about decisions made and be prepared to justify those decisions except insofar as any matter may be considered confidential. Foundation Governors shall always act in furtherance of their undertaking to the Bishop and the Diocesan Trustees to preserve and develop the Catholic character of the Academy, and the Multi-Academy Trust Company, at all times.

- 7.4 The Local Governing Body shall comply with any inspections by or on behalf of the Directors and any denominational inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Bishop and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 7.5 If, in the view of the Directors, one of the following situations arises, then the Directors may resolve to remove some or all of the powers and obligations delegated to the Local Governing Body by this Scheme of Delegation:
- 7.5.1 The Local Governing Body, or one of more of its members, has acted, or allowed another to act, whether knowingly or recklessly, in such a way as to prejudice the Catholic character of the Multi-Academy Trust Company and the Academy;
- 7.5.2 Standards and performance are low, are likely to be assessed as low and/or are likely to remain so without intervention;
- 7.5.3 There has been a serious breakdown in management or governance which is prejudicial to standards of performance or breaches the Multi-Academy Trust Company's policies and procedures;
- 7.5.4 The safety of pupils and staff is threatened; or
- 7.5.5 Safeguarding procedures are inadequate.
- 7.6 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

8 REVIEW OF THE SCHEME OF DELEGATION

- 8.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academy.

- 8.2 The Directors have the absolute discretion to review and amend this Scheme of Delegation at least annually and to alter any provisions of it with the prior written consent of the Bishop (on the advice of the Diocese).
- 8.3 In considering any material changes to this Scheme of Delegation the Directors shall have regard to and give due consideration to any views of the Local Governing Body and shall comply with any guidance/requirements of the Bishop and consider any guidance published by the Catholic Education Service.

Appendix 1 to the Scheme of Delegation

Table of Roles and Responsibilities

Responsibilities of the Diocesan Bishop and the Diocesan Education Service

Canon law (Church law) provides that each diocesan bishop has strategic responsibility to commission sufficient school places to meet the needs of baptised Catholic children resident in his area. A Catholic school is one which is recognised as such by the diocesan bishop. Canon 803 provides the definition of a Catholic school. Canon 803§1 provides that a school is Catholic if:

- (a) It is controlled² by a diocese or religious order; or
- (b) It is acknowledged in a written document as Catholic by the diocesan bishop.

All Catholic schools are subject to the jurisdiction of the diocesan bishop, even those that are not in diocesan trusteeship. Canon 806§1 provides:

“The Diocesan Bishop has the right to watch over and inspect Catholic schools in his territory...and has the right to issue directives concerning the general inspection of Catholic schools...those who are in charge of Catholic schools are to ensure, under the supervision of the local Ordinary³, that the formation given in them, including its academic standards, are at least as outstanding as that in other schools in the area”.

In respect of his schools, which includes academies, the bishop has the legal right to appoint (and remove) an overall majority of directors and governors, who are known as foundation directors and foundation governors. In addition to all the other legal responsibilities of the academy trust company (for academies) and the governing body (for voluntary aided schools), the law recognises that foundation directors/governors are appointed specifically to ensure:

- That the Catholic character of the school is preserved;
- That the school is conducted in accordance with its trust deed; and

² The ‘control’ specified in canon 803 is normally established where the diocese or religious order owns the school and appoints the governing body (or at least a majority of it).

³ ‘Ordinary’ includes the Diocesan Bishop and those, such as Vicars General and Episcopal Vicars, exercising Ordinary jurisdiction on his behalf as well as to describe the relevant Religious Superior in respect of religious order schools, and this also includes their respective representative officers.

- That the religious education curriculum is in accordance with the bishop's policy for his diocese, based on the Bishops' Conference Curriculum Directory.

The diocesan bishop, acting through his Diocesan Schools Commissioner, is responsible for:

- The provision and future development of excellent Catholic education throughout the diocese
- The oversight of high educational standards, progress and outcomes in all diocesan schools
- The appointment, development and training of foundation directors and governors and their removal
- The inspection of religious life of schools and RE (section 48 inspections)
- The development of Catholic teachers and leaders (and all appointments should be made in accordance with diocesan protocol)
- The oversight of school buildings/estate and capital projects
- Planning of school place provision
- Engaging with the RSC and Ofsted
- Maintaining links with the Catholic Education Service and the government

The CES model Scheme of Delegation, more particularly this table at Appendix I, is modelled on a 'traditional' multi-academy trust structure. 'Traditional' for the purposes of this document is used to describe a situation where there is substantial delegation to the local governing body level to make decisions, although such decisions must be in line with the overall strategic vision set by the directors. The model does, however, provide for certain functions to be undertaken by a senior executive leadership team. By comparison, some multi-academy trust companies will delegate very little to their local governing bodies and will retain all decision-making powers and/or delegate to a senior executive leadership team. It is envisaged that the bigger the multi-academy trust company, the larger the senior executive leadership team will be and, as such, the board of directors will delegate to the senior executive leadership team and not down to the academy level. This model would leave the local governing body free to concentrate on such things as educational standards at the academy and community relations.

In any event, the optimum structure, regardless of size or composition of the multi-academy trust company is for each 'layer' of the governance structure (being the board of directors, the senior executive leadership, any regional boards or hubs⁴, the local

⁴ As a multi-academy trust company grows and accepts additional academies, the 'traditional' governance structure may no longer be fit for purpose, particularly because the level of information being produced for review and action by the directors may be too in-depth and require significant amounts of time and expertise to get to the headline information. In such a case, it is expected that the multi-academy trust company will look at ways of addressing this by altering its governance structure. Often this is done by introducing regional hubs so that the academies in the multi-academy trust company are split into, for example, geographical groupings. Each grouping may then have a regional board that would sit between the local governing body of each

governing bodies and the headteachers as may be appropriate) feeds into the layer above so that the board of directors is free to carry out its strategic functions and is not involved in the operational or day to day aspects of running the academies within the multi academy trust company.

It is envisaged that the CES will be producing additional tables for Appendix I to reflect different governance structures as it becomes apparent that such structures are considered a successful model for governing a multi-academy trust company.

DIOCESES ARE ADVISED TO REFLECT THEIR OWN DIOCESAN POLICIES AND PRACTICES IN THIS TABLE WHEN AGREEING IT WITH THEIR MULTI-ACADEMY TRUST COMPANIES. IT IS IMPORTANT FOR DIOCESES TO ENSURE THAT THEY HAVE DETERMINED WHETHER ANY COMPANY-WIDE POLICY ADOPTED BY THE MULTI-ACADEMY TRUST COMPANY WILL NEED TO BE ADOPTED IN FULL IN EACH ACADEMY, WITHOUT ANY DEROGATION, OR WHETHER ANY COMPANY-WIDE POLICY IS ABLE TO BE ADAPTED AT A LOCAL LEVEL, BY THE LOCAL GOVERNING BODY, TO MEET THE SPECIFIC NEEDS OF THE ACADEMY. IF SUCH DEROGATION IS PERMITTED, IT IS IMPORTANT FOR THE DIOCESE TO DETERMINE HOW FAR SUCH DEROGATION SHOULD GO.

It is possible for multi-academy trust companies to amend this table to reflect their particular governance arrangements but any such changes will need to be made in accordance with any Diocesan policy and will need to be approved, in writing, by your Diocese before they take effect. It is envisaged that changes will need to be made to the table in certain circumstances such as, for example, where a school is joining the Multi-Academy Trust Company (i.e. transitional arrangements), where there are concerns about the performance of the Multi-Academy Trust Company or any of the academies within it and/or where an Interim Management Board has been put in place.

academy and the senior executive leadership and whose function it would be to assist and support each LGB but also to collate information and statistics, to analyse the same across the region and to report that back in an accessible format to the senior executive leadership for further dissemination as appropriate to the board of directors. Another foreseeable structural change may be to have one LGB across two or more schools; this is particularly relevant where there is an executive headteacher over more than one academy in the multi-academy trust company. It is possible that in such a case, two or more LGBS will be duplicating efforts and it may be more efficient and cost-effective for one LGB to be constituted across the academies.

Explanation of the layers of governance in a 'traditional' Multi-Academy Trust Company structure

Members:

- Guardians of the governance of the Multi-Academy Trust Company
- Accountable to the Bishop (unless the Member is the Bishop)
- Signatories to the Memorandum and Articles of Association
- Akin to shareholders

Directors:

- Company Directors and Charity Trustees
- Accountable to the Members and the Bishop
- Duty to uphold the Multi-Academy Trust Company's objects and to comply with any directives, advice and/or guidance issued by the Bishop
- Responsible for preserving and developing the Multi-Academy Trust Company's Catholic character at all times, and this overriding duty (which is also a legal duty) should permeate everything that the Directors do.
- Responsible for the general control and management of the administration of the Multi-Academy Trust Company and for delivering the three core functions
- Responsible for standards of education in the academies within the Multi-Academy Trust Company
- Delegate functions to sub-committees, senior executive leadership, LGBs, and Principals/Headteachers
- Appoint the senior executive leadership

Senior Executive leadership:

- Appointed by the Board of Directors and employed by the Multi-Academy Trust Company
- Expectation that this will include a senior executive, for example a CEO, if appropriate depending on the size and stage of development of the multi-academy trust company
- Responsible for 'operations' and for delivering the Board's vision and ethos – the 'professional leaders'
- Responsible for the Multi-Academy Trust Company's financial effectiveness and stability and for ensuring value for money
- Assist in the performance management of the Principals/Headteachers

LGB Governors:

- Appointed/elected to govern a specific academy within the Multi-Academy Trust Company in accordance with the Scheme of Delegation
- Have oversight of one academy in the multi-academy trust company and are accountable to the board of Directors of the multi-academy trust company
- Vital link to the local community

Headteacher:

- Responsible for day-to-day management of the Academy (or academies in an executive headship type arrangement)
- Responsible for performance management of staff excluding those staff whose performance is managed by the Directors, a committee of the Directors, the senior executive leadership, the LGB or a committee thereof.

KEY:

ND: means non-delegable

Notes to assist in reading this table

It is envisaged that, where the senior executive leadership have been delegated responsibility by the board of directors, an appropriate member of the senior executive leadership will take the lead based on their qualifications, expertise, skills, experience and/or availability (**it should be noted that the term 'senior executive leadership' can mean one person or a group of people**). There is an expectation that there will be one person on the senior executive leadership team who will lead and assume accountability for decisions taken by the team e.g. a CEO type figure.

In all that the multi-academy trust company does, it should ensure that any diocesan policy, procedure, protocol or guidance is reflected and followed, including by the academies within the multi-academy trust company.

In this table, the term 'company' shall mean the multi-academy trust company'.

In this table, the term 'headteacher' shall mean the principal or headteacher employed in the academy and reference to 'headteachers' shall mean each of the headteachers employed in each of the academies in the company.

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Attend Annual General Meeting	✓	✓	x	x	x
Vary the Articles of Association	✓ Review and amend the Articles of Association subject	✓ Advise the members on review and amendment of the Articles of Association	x	x	x

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
	to the written consent of the Diocesan Bishop and the Diocesan/Religious Order Trustees				
Change the name of the company/academies	✓	x	x	x	x
Appoint/remove directors	✓ Appoint/remove relevant Directors ND	✓ Appoint/remove relevant Directors ND	x	x	x
Appoint/remove local governors	x	✓ Elect a chair and vice-chair from their number ✓ Give notice of any removal of a local governor (other than a	x	x	x

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>foundation governor) to the directors</p> <p>Give notice of any resignation of a local governor to the directors</p>			
Annual Report on the company's performance	<ul style="list-style-type: none"> ✓ Receive annual report from directors/ SEL 	<ul style="list-style-type: none"> ✓ Submit and publish an annual report to members in respect of the company's performance ND 	<ul style="list-style-type: none"> ✓ Assist the directors as required with the preparation of the annual report in respect of the company's performance 	<ul style="list-style-type: none"> ✓ With the Headteacher, prepare an annual report on the academy's performance to inform the company's annual report prepared by the 	<ul style="list-style-type: none"> ✓ With the LGB, prepare an annual report on the academy's performance to inform the company's annual report prepared by the senior executive leadership

GOVERNANCE						
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School	
					senior executive leadership	
Preserve and develop the religious and educational character, mission and ethos of the company	<ul style="list-style-type: none"> ✓ Have oversight of the preservation and development of the religious and educational character, mission and ethos of the company and take action where there are shortcomings or any risk to the religious 	<ul style="list-style-type: none"> ✓ Preserve and develop the religious and educational character, mission and ethos of the company as determined by the Diocesan/Religious Order Trustees in accordance with the Articles of Association, and ensure that it is embedded in each academy ND ✓ Attend any diocesan, or other provider's, induction training as required by the Diocese 	<ul style="list-style-type: none"> ✓ Preserve and develop the religious and educational character, mission and ethos of the company as determined by the Diocesan/Religious Order Trustees in accordance with the Articles of Association, and ensure that it is embedded in each academy ✓ Monitor the academies 	<ul style="list-style-type: none"> ✓ Preserve and develop the religious and educational character, mission and ethos of a particular academy in collaboration with the headteacher to ensure that it is embedded in the academy ✓ Champion the 	<ul style="list-style-type: none"> ✓ Implement the religious and educational character, mission and ethos of the particular academy ✓ Attend any diocesan, or other provider's, induction training as required by the Diocese 	

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
	<p>or educational character or the company's reputation .</p>		<p>medium to long-term vision for their future viability as Catholic schools, ensuring that this is in accordance with the vision of the company, and that they each have a robust strategy in place for achieving their vision</p> <ul style="list-style-type: none"> ✓ Attend any diocesan, or other provider's, induction training as required by the Diocese ✓ Deliver and oversee the 	<p>company's vision, ethos and strategic direction in the academy</p> <ul style="list-style-type: none"> ✓ Ensure that the academy has a medium to long-term vision for its future viability as a Catholic school and that there is a robust strategy in place for achieving its vision ✓ Attend any diocesan, or other provider's, induction 	

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			delivery by the academies of public relations activities to ensure that they meet the company's requirements regarding preservation and development of the company and academies Catholic character in the wider community	training as required by the Diocese	
Carry out the three core functions	x	<ul style="list-style-type: none"> ✓ Ensure clarity of vision, ethos and strategic direction ✓ Hold the headteachers and/or senior 	<ul style="list-style-type: none"> ✓ Support the directors to carry out the three core functions effectively 	<ul style="list-style-type: none"> ✓ Support the directors to carry out the 	<ul style="list-style-type: none"> ✓ Support the directors to carry out the three

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>executive leadership e.g. the chief executive (as appropriate) to account for the educational performance of the academies in the company and its pupils, and for the internal organisation, management and control of the academies, including performance management of staff</p> <p>✓ Oversee the financial performance of the company and the academies within it and make sure its money is well spent</p>		three core functions	core functions
Strategic oversight of governance	x	✓ Have strategic oversight of governance	✓ Monitor governance arrangement	✓ Assist the senior executive	x

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		arrangements and their effectiveness across the company and the wider Diocese	s and their effectiveness across the company and report to the directors to assist them with their duty to have strategic oversight	leadership with its report on governance arrangements in the company	
Succession planning	x	✓ Prepare a succession plan	<ul style="list-style-type: none"> ✓ Advise the directors on succession planning and development of the senior executive leadership and take action as required by the directors ✓ Advise the LGB on leadership succession planning 	<ul style="list-style-type: none"> ✓ Succession plan for local governance and senior leadership in conjunction with the wider company 	<ul style="list-style-type: none"> ✓ Advise the LGB on succession planning for local governance and senior leadership

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Reserved matters and business of the company	x	<ul style="list-style-type: none"> ✓ Determine the directors' Reserved Matters i.e. non-delegable functions and responsibilities ✓ Prepare an annual schedule of the directors' business 	<ul style="list-style-type: none"> ✓ Attend meetings of the directors and provide an Executive Report ✓ Recommend and secure (where appropriate) professional advice on behalf of the directors as requested ✓ Prepare and advise the directors on the annual schedule of directors' business ✓ Prepare an annual schedule of LGB business and advise the LGB on it 	<ul style="list-style-type: none"> ✓ Support the senior executive leadership to prepare an annual schedule of LGB business, as appropriate 	x

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Appointments of administrative nature	x	<ul style="list-style-type: none"> ✓ Appoint/remove a suitably qualified company secretary ✓ Appoint/remove a suitably experienced and trained clerk to the directors and to support clerking arrangements to the LGBs, as appropriate 	<ul style="list-style-type: none"> ✓ Support the appointment process for the company secretary and the clerk 	x	x
Compliance and/or administrative/company secretarial matters	x	<ul style="list-style-type: none"> ✓ Understand and comply with all duties and requirements of a charity trustee ✓ Meet at least three times per year, once per term ✓ Update Edubase as required by the Academies Financial Handbook 	<ul style="list-style-type: none"> ✓ Support and advise the directors to ensure they are compliant with the duties and requirements placed upon them as charity trustees ✓ Assist the directors in their duty to update 	<ul style="list-style-type: none"> ✓ Meet at least three times per year, once per term ✓ Ensure that the academy is conducted in a way that is compliant with all 	<ul style="list-style-type: none"> ✓ Conduct the academy in a way that is compliant with all relevant regulations including charity law, company law and education law and report any failings to

GOVERNANCE

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Receive advice from the senior executive leadership regarding the establishment and publication on the company's website, of the registers relating to business and pecuniary interests for members/directors/committee members/governors/senior staff members and instruct the senior executive leadership as necessary ✓ Ensure the preparation and filing of company registers e.g. members/directors/persons with 	<ul style="list-style-type: none"> Edubase, as required ✓ Ensure that the company is compliant with all relevant regulations including charity law, company law and education law and report any failings to the directors for action ✓ Advise the directors on the establishment and publication of the registers relating to business and pecuniary interests, for 	<ul style="list-style-type: none"> relevant regulations including charity law, company law and education law and report any failings to the senior executive leadership for action 	<ul style="list-style-type: none"> the Local Governing Body for action

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>significant control/secretaries etc</p> <ul style="list-style-type: none"> ✓ Complete and return to the ESFA a financial management and governance self-assessment form for new academies joining the company ✓ Ensure that the company's, as well as each individual academy's, governance details, including their accounts, are published on the company's website along with any other details as required by the DfE, ESFA, Companies 	<p>members/directors/committee members/governors/senior staff members, and take any action as required by the directors</p> <ul style="list-style-type: none"> ✓ Prepare and file, or ensure that the company secretary/clerk has prepared and filed, company registers e.g. members/directors/persons with significant control/secretaries etc ✓ Support the directors to 		

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>House or other organisation as required</p> <p>✓ Pay diocesan contribution per pupil as stipulated from time to time by the Bishop</p>	<p>ensure that the company's, as well as each individual academy's, governance details, including their accounts, are published on the company's, and individual academy's, websites</p>		
Documents, policies and procedures	x	<p>✓ On an annual basis, review and amend (if appropriate), in line with Diocesan policy:</p> <ul style="list-style-type: none"> ➤ the policies of the company 	<p>✓ Advise the directors and the academies on company-wide and academy specific policy requirements</p>	<p>✓ Review and amend the policies of the academy in line with any company-</p>	<p>✓ Tailor company-wide policies to the particular academy as recommended by the senior executive leadership</p>

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ➤ Code of Conduct ➤ The terms of reference for the directors and their sub-committees ➤ The constitution and terms of reference of the LGBs ➤ Terms of reference for delegation to the senior executive leadership ➤ Role descriptions for directors/c 	<ul style="list-style-type: none"> and take action to prepare and/or amend any such policies as required by the directors ✓ Prepare terms of reference for any committees of directors and LGBs 	<ul style="list-style-type: none"> wide policies ✓ Assist the headteacher to tailor company-wide policies for the particular academy ✓ Adopt any specific company policies in the academy 	<ul style="list-style-type: none"> ✓ Implement any relevant policies in the academy and ensure that the academy is conducted in accordance with any such policies

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>chair to the directors/committee members</p> <ul style="list-style-type: none"> ➤ This scheme of delegation and table of roles and functions <p>✓ Approve and adopt the terms of reference produced by the senior executive leadership for committees of directors and LGBs</p>			
Inspections	x	<p>✓ Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections, reviews and</p>	<p>✓ Support and assist the directors and/or the LGB to prepare for any inspections e.g. s.48, s.5</p>	<p>✓ Comply with any denominational inspections pursuant to s.48 and any additional</p>	<p>✓ Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections</p>

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		visitations of the bishop ✓ Comply with any other education inspections, e.g. s.5 as required by law	✓ Ensure that any inspection outcomes are carried out in the academies and/or the company as appropriate	canonical inspections and visitations of the bishop ✓ Comply with any other education inspections , e.g. s.5 as required by law ✓ Ensure that any actions arising from inspection outcomes are carried out in the academy	and visitations of the bishop ✓ Comply with any other education inspections, e.g. s.5 as required by law ✓ Implement any actions arising from inspection outcomes in the academy
School to school support	*	✓ In line with diocesan protocol, broker appropriate internal and external school-to-school support	✓ Support the directors in their responsibility to broker school-to-	✓ Implement any school-to-school support opportunities as directed by	✓ Implement school-to-school support opportunities in the academy as directed by

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		as necessary to facilitate excellent Catholic education across all the academies in the company	school support	the senior executive leadership and monitor any such arrangements, reporting back to the senior executive leadership at appropriate intervals or as required	the senior executive leadership
Performance management of non-executives	x	<ul style="list-style-type: none"> ✓ Perform 360 review of the chair ND ✓ Carry out the annual self-evaluation of the directors to assess the contributions made by the directors'/committee members 	<ul style="list-style-type: none"> ✓ Assist and support the directors to carry out the annual self-evaluation of the board as appropriate ✓ Perform 360 review of the LGB chair 	<ul style="list-style-type: none"> ✓ Carry out the annual self-evaluation of the LGB and report findings to the senior executive leadership/directors as 	x

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		and report to the members for action, if appropriate ND		appropriate	
School level matters	x	<ul style="list-style-type: none"> ✓ Instruct the senior executive leadership as appropriate in respect of any reports made by them relating to matters in the individual academies within the company 	<ul style="list-style-type: none"> ✓ Monitor school life in the academies in the company and report any relevant findings to the directors for action as appropriate. As part of this, monitor Pupil, Parent and Staff Voice across the academi 	<ul style="list-style-type: none"> ✓ Ensure the spiritual wellbeing of pupils at the academy ✓ Support the headteacher to develop a school development plan and oversee it carried out in practice ✓ Establish and maintain relationships with the parish priest, local Church 	<ul style="list-style-type: none"> ✓ Prepare a school development plan ✓ Attend meetings of the LGB and provide a headteacher's report ✓ Advise the LGB on its annual schedule of business ✓ Build relationships with other local schools, agencies and businesses in the wider community to enhance the quality of

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			es in the company	and parish community to work with them as they contribute to the Catholic formation of the pupils at the academy ✓ Establish and maintain relationships with parents of pupils attending the academy to support them in their role as primary educators	education provided for pupils at the academy ✓ Assist the LGB to develop Pupil, Parent and Staff Voice

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
				✓ Establish and maintain a relationship with members of the wider local community , including assisting the principal to build relationships with other schools, agencies and businesses in the community to enhance the quality of Catholic education provided for pupils	

GOVERNANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
				<ul style="list-style-type: none"> ✓ Support and work with other LGBs in the company ✓ Generally support and challenge the headteacher 	

Useful Resources:

- Articles of Association of the company – the company's constitutional document which should be based on the 2019 model available on the DfE website
- Academy Trust Handbook – a key document which sets out the framework for multi-academy trust companies reflecting their status as companies, charities and public bodies. Compliance with the Academy Trust Handbook is required through the company's Funding Agreement with the Secretary of State
- Master Funding Agreement – the agreement entered into between the company and the Secretary of State to receive public funds for the establishment and running of academies
- Supplemental Funding Agreement - the agreement(s) entered into between the company and the Secretary of State which sets out how each of the academies in the company will be operated

- Memorandum of Understanding between the Catholic Church and the department for Education (April 2016) – sets out the key principles to inform the working relationship between the DfE, the CES and the Catholic dioceses with regard to Catholic schools becoming academies
- Charity Commission Guidance 'CC3: the essential trustee: what you need to know, what you need to do'
- CES Governor skills audit
- CES Governing Body Self-Evaluation Form
- CES Governance Statements
- CES Code of Conduct
- CES Protocol between dioceses and schools
- CES 'A clarification of roles and responsibilities'
- CES Recruitment Resources for Foundation Directors and Foundation Governors
- CES website best practice guidance for governor recruitment
- CES governor recruitment campaign guide
- CES Equality Act Guidance for Catholic Schools
- CES Guidance on Public Sector Equality Duty in England
- CES Guidance on Public Sector Equality Duty in Wales
- CES 'Pupils of Other faiths in Catholic Schools'
- CES 'Catholic Schools, Children of Other Faiths and Community Cohesion'
- CES Checklist for External Speakers in Schools
- [CES Protocol for inspection of publicly funded schools with a religious character]

List of statutory policies for schools (DfE document but link available on the CES website)

FINANCE					
Action	Members	Directors	Senior Executive Leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Appointment of auditors	<ul style="list-style-type: none"> ✓ Receive annual accounts of the company ✓ Appoint the external 	<ul style="list-style-type: none"> ✓ Recommend the external auditors and issue a letter of engagement for the external 	x	x	x

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
	auditors and issue a letter of engagement for the external auditor's contract	auditor's contract ✓ Appoint committee to inform the Governance Statement and to provide assurance, as far as possible, the company's external auditors ND			
Appointment of finance personnel	x	✓ Appoint an Accounting Officer ND ✓ Appoint a chief financial officer (which can be the finance director, school business manager or equivalent) to lead on finance ✓ Appoint a finance	✓ CEO or designated senior executive to act as the Accounting Officer	x	x

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		committee (as per the Academies Financial handbook)			
Budgeting and financial control	*	<ul style="list-style-type: none"> ✓ Ensure compliance with the requirements in the Academies Financial Handbook ✓ Approve and keep under review the financial scheme of delegation ND ✓ Determine and communicate service charges to the LGBs relating to the provision of centralised functions OR agree top-slice and all centralised services and what must be 	<ul style="list-style-type: none"> ✓ Take action as required by the directors to meet all requirements of the Academies Financial Handbook ✓ Prepare the financial scheme of delegation and take any action as determined by the directors following their review of it ✓ Support the directors, and carry out any instructions 	<ul style="list-style-type: none"> ✓ Be mindful of the academy's annual budget and operate within it ✓ Assist the senior executive leadership to produce a report on the effectiveness of central services, as may be required 	<ul style="list-style-type: none"> ✓ Ensure proper financial controls are in place at the academy

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>paid for separately by each academy in the company</p> <ul style="list-style-type: none"> ✓ Approve the annual balanced budget for the company and each academy in the company to include overall approval of management accounts for each individual academy (and minute it) ✓ Budget plan on a 5 year rolling basis ✓ Consider monthly budget monitoring reports and take action as necessary ✓ Submit the budget forecast to the ESFA 	<p>from them, relating to their responsibilities for budget planning and ensuring the ongoing viability of the company and the academies within it</p> <ul style="list-style-type: none"> ✓ Monitor the income, expenditure, cash flow and balance sheet of the company and produce monthly budget monitoring reports for the directors highlighting any concerns or issues 		

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Approve any significant changes to the approved budget ✓ Monitor income, expenditure, cash flow and balance sheet of the company and take appropriate action where necessary to ensure appropriate use of funds and to balance the company's books ✓ Ensure proper financial controls are in place ✓ Ensure robustness of benchmarking in terms of company value for money 	<ul style="list-style-type: none"> ✓ Report to the directors on the financial performance of the company at least 3 times per year ✓ Ensure proper financial controls are in place ✓ Support the directors and LGB to ensure robustness of benchmarking in terms of value for money of the company and, also, the individual academies ✓ Report to the directors on the effectiveness of central 		

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Receive a report on the effectiveness of central services from the senior executive leadership and take action, as appropriate ✓ Ensure any company borrowing has received ESFA approval 	<ul style="list-style-type: none"> services, as appropriate, and take action as directed by them ✓ Comply with the ESFA requirements in respect of borrowing by the company ✓ Open bank accounts 		

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Accounting	*	<ul style="list-style-type: none"> ✓ Ensure that the accounts are audited in accordance with the Diocesan/Religious Order Trustees' requirements relating to accounting for Church assets ✓ Produce, submit and publish annual audited accounts and report including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money 	<ul style="list-style-type: none"> ✓ Support and advise the directors in respect of the annual accounts and report ✓ Support LGBs and headteachers in local academy monitoring and management of budgets and finances ✓ Consider any variances on delegated budget reported by the LGBs 	*	*

FINANCE						
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School	
Documents, policies and Procedures	*	<ul style="list-style-type: none"> ✓ Adopt and review all financial policies as required by the Academies Financial Handbook and/or as recommended by the auditors and ensure that they meet the company's charitable objects ✓ Adopt and review the charging and remissions policy prepared by the senior executive leadership ✓ Ensure a register of business and pecuniary interests is maintained for the company 	<ul style="list-style-type: none"> ✓ Prepare all financial policies as required by the Academies Financial Handbook and/or as recommended by the auditors for adoption by the directors ✓ Prepare a charging and remissions policy for adoption by the directors ✓ Maintain a register of business and pecuniary interests for the company 	<ul style="list-style-type: none"> ✓ Maintain a register of business and pecuniary interests for the academy 	*	

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Ensure that the company keeps all relevant financial records for at least 6 years after the end of the funding period to which they relate 	<ul style="list-style-type: none"> ✓ Keep all relevant financial records for at least 6 years after the end of the funding period to which they relate and ensure that retention meets data protection requirements 		
Staffing	*	<ul style="list-style-type: none"> ✓ Agree pay for all headteachers, executive headteachers and senior executive leadership members, including CEO if appropriate ND 	<ul style="list-style-type: none"> ✓ Support the directors to determine pay for all headteachers, executive headteachers and senior executive leadership members (taking into 	*	

FINANCE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			account that there may be a conflict of interest) ✓ Set up and approve staff expenses for the senior executive leadership		
School level matters	*	*	✓ Monitor the provision of free school meals across the company and follow up with LGBs where there are any issues	✓ Monitor the provision of free school meals to those pupils meeting the criteria and follow up where there are any issues	✓ Ensure provision of free school meals to those meeting the criteria

Useful Resources:

- CES model Governance Statements for Academy Trust Companies

CONTRACTS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Procurement	x	<ul style="list-style-type: none"> ✓ Adopt a company-wide competitive tendering policy and ensure OJEU procurement thresholds are observed ND ✓ Ensure transparency in relationships with connected parties 	<ul style="list-style-type: none"> ✓ Prepare a company-wide competitive tendering policy for adoption by the directors ✓ Develop company-wide procurement strategies and efficiency savings programme (in line with the company-wide policy) and review opportunities for collaborative procurement 	<ul style="list-style-type: none"> ✓ Support the directors in their monitoring and evaluation of the delivery of any central services and functions provided or procured by the company for the academy 	x
Ethical considerations	x	<ul style="list-style-type: none"> ✓ Ensure the business of the company is conducted ethically and in line with corporate social responsibility indicators to ensure 	<ul style="list-style-type: none"> ✓ Conduct the business of the company ethically and in line with corporate social 		

CONTRACTS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academies Financial Handbook	responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academies Financial Handbook		
Entering into contracts	*	<ul style="list-style-type: none"> ✓ Approve any service contracts for directors of the company (subject to any policy on conflicts of interest/pecuniary interests/connected party transactions) ✓ Set the delegated levels of authority for contracts ✓ Approve contracts with a value above [£25,000] 	<ul style="list-style-type: none"> ✓ Enter into contracts up to the limits of delegation and within an agreed budget 		<ul style="list-style-type: none"> ✓ Enter into contracts up to the limits of delegation and within an agreed budget

CONTRACTS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Approve contracts which constitute related party transactions 			
Payments and expenses	*	<ul style="list-style-type: none"> ✓ Set up and approve a directors' expenses policy in accordance with the company's conflicts of interest policy 	<ul style="list-style-type: none"> ✓ Make payments within agreed financial limits 		<ul style="list-style-type: none"> ✓ Authorise payments within agreed financial limits ✓ Act as a signatory of an academy specific bank account in accordance with the company's financial regulation

STANDARDS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Monitoring and reporting	*	<ul style="list-style-type: none"> ✓ Receive an annual report from the CEO/senior executive leadership on standards ✓ Receive a termly report from the senior executive leadership/standards committee and the headteachers regarding standards ✓ Report any relevant information to the Bishop in order to provide assurances that standards across the academies in the company are being met ✓ Intervene, in a timely manner, where standards 	<ul style="list-style-type: none"> ✓ Provide an annual report on standards to the directors ✓ Provide a termly report to the directors (via standards committee possibly) regarding standards and raise concerns and provide strategies ✓ Generally, act effectively to ensure high standards, draw up and implement plans if standards are not rising, set up support strategies and alert the directors to any shortcomings or fall in standards before they become serious ✓ Share external information and intelligence across the company from 	<ul style="list-style-type: none"> ✓ Monitor the KPI figures reported from the headteacher relating to standards and report any issues to the senior executive leadership 	<ul style="list-style-type: none"> ✓ Report bi-termly KPI figures to the senior executive leadership and the LGB relating to standards ✓ Set targets for pupil achievement and progress and monitor against targets and report findings to the LGB/senior executive leadership

STANDARDS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>fall below that which is expected of the academies within the company</p> <ul style="list-style-type: none"> ✓ Set company-wide performance management targets relating to standards, if necessary 	<p>DfE/Ofsted etc relating to standards</p> <ul style="list-style-type: none"> ✓ Provide oversight of the target setting for pupil achievement and progress by the headteachers and monitor against targets ✓ Monitor the KPI figures reported from the headteachers relating to standards and take up any issues with the LGB and report to the directors 		
Appointment of committees	✗	<ul style="list-style-type: none"> ✓ Appoint an education standards committee 	<ul style="list-style-type: none"> ✓ Assist the directors as required with regard to any issue or matter raised by the standards committee 	✗	✗
Ofsted	✗	<ul style="list-style-type: none"> ✓ Liaise with Ofsted and assist the academies with inspections 	<ul style="list-style-type: none"> ✓ Liaise with Ofsted as required by the directors ✓ Prepare the company for 	<ul style="list-style-type: none"> ✓ Ensure the academy is prepared for an inspection and support the 	<ul style="list-style-type: none"> ✓ Prepare and brief staff and appropriate personnel

STANDARDS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Direct senior executive leadership as appropriate where concerns are raised relating to inspections 	<ul style="list-style-type: none"> inspection and manage the process where the impact of the company is under review ✓ Support LGBs and principals/headteachers where there is an individual academy inspection ✓ Advise LGBs where any concerns are raised relating to inspections and report to the directors for any further action 	<ul style="list-style-type: none"> principal/headteacher ✓ Report any concerns relating to inspection to the senior executive leadership 	<ul style="list-style-type: none"> ready for inspection ✓ Report any concerns relating to inspection to the LGB/senior executive leadership
School level matters	*	*	<ul style="list-style-type: none"> ✓ Support the LGB and headteachers to develop an academy development plan 	<ul style="list-style-type: none"> ✓ Develop and approve the academy development plan and monitor its impact, reporting any issues to the senior 	<ul style="list-style-type: none"> ✓ In conjunction with the LGB and senior executive leadership, prepare a draft academy

STANDARDS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
				executive leadership/directors	development plan for approval by the LGB

CURRICULUM					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Appointment of committees	x	✓ Appoint a curriculum committee	x	x	x
Curriculum	x	<ul style="list-style-type: none"> ✓ Set KPIs and ensure Education Committee enforces these ✓ Monitor statutory and diocesan requirements are being met 	<ul style="list-style-type: none"> ✓ Advise directors on the setting of KPIs ✓ Review the contents and delivery of the curriculum across the academies including compliance with any funding agreement requirements and take action where there are any shortcomings 	<ul style="list-style-type: none"> ✓ Ensure that the curriculum of the school, including all the subjects of the National Curriculum, is taught in the light of the Gospel values and actively promotes the spiritual and moral development of its pupils ✓ Ensure that RE is in accordance with the Curriculum Directory and the bishop's policy and that it constitutes 10% of the weekly timetable in the academy in accordance with the tenets and 	<ul style="list-style-type: none"> ✓ Ensure that the curriculum of the school, including all the subjects of the National Curriculum, is taught in the light of the Gospel values and actively promotes the spiritual and moral development of its pupils ✓ Ensure the curriculum is appropriately delivered at the academy ✓ Ensure that religious education is

CURRICULUM

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
				<p>norms of the Catholic church (or 5% for KS5)</p> <ul style="list-style-type: none"> ✓ Ensure that the headteacher is complying with the requirement to provide a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church and take action to address any issues, as appropriate ✓ Ensure that relationships and sex education is taught in accordance with the social and moral teachings of the Catholic Church having 	<p>in accordance with the teachings, doctrines, discipline and norms of the Catholic church, both as a core subject and integrated into other subject areas</p> <ul style="list-style-type: none"> ✓ Ensure that religious education constitutes 10% of the weekly timetable of the academy in accordance with the tenets and norms of the Catholic

CURRICULUM					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
				<p>regard to any company-wide policy</p> <ul style="list-style-type: none"> ✓ Monitor the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academy and take action where any issues arise 	<p>church (or 5% for KS5)</p> <ul style="list-style-type: none"> ✓ Make provision for a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church
Policies and procedures	✘	<ul style="list-style-type: none"> ✓ Determine a company-wide curriculum policy to ensure provision of a balanced and broadly based curriculum. This will include ND: ➤ Ensuring that the Catholic character of company permeates the 	<ul style="list-style-type: none"> ✓ Prepare and oversee the implementation of a company-wide curriculum policy, particularly that each academy in the company preserves and develops its Catholic character 	<ul style="list-style-type: none"> ✘ Ensure the company policies are applied at the academy 	<ul style="list-style-type: none"> ✘ Implement the policies that are adopted by the academy and ensure that they are complied with

CURRICULUM					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>curriculum and life at each of the academies in the company</p> <ul style="list-style-type: none"> ➤ Ensuring that every pupil is well-equipped to follow their vocation as active citizens in service to the world ➤ the curriculum, extra-curricular activities and ethos will prepare pupils for life in modern Britain; and ➤ A written policy on relationships and sex education, in accordance with any diocesan policy and/or CES policy, which 	<p>through the curriculum</p>		

CURRICULUM

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>shall be taught in accordance with the social and moral teachings of the Catholic church</p> <ul style="list-style-type: none"> ✓ Determine a company-wide policy on religious education and collective acts of worship in accordance with the Bishops' Conference Curriculum Directory and the tenets and norms of the Catholic church ✓ Ensure effective 			

CURRICULUM					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academies in the company</p>			

Useful Resources

Catholic Values and 'British Values' Practical Advice from the CES

CES resources on Relationship and Sex Education including:

[A model Primary Catholic RSE curriculum](#)

[A model Secondary Catholic RSE curriculum](#)

[A model policy for relationship & sex education](#)

[Good practice in developing a school RSE policy](#)

[Catholic RSE Quality Standard](#)

[Governor audit for monitoring RSE](#)

[Who is responsible for teaching RSE to children and young people](#)

[Outstanding RSE in a Catholic context - A case study](#)

SPECIAL EDUCATIONAL NEEDS & DISABILITIES					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Appointments	x	✓ Appoint a lead SEND director	x		✓ Designate a teacher to be responsible for coordinating SEND provision
Compliance	x	<ul style="list-style-type: none"> ✓ Ensure training and legal compliance issues ✓ Review report on SEND produced by the senior executive leadership and address any 	<ul style="list-style-type: none"> ✓ Ensure compliance with legal requirements relating to SEND within the academies and the provision of training to ensure such compliance 	<ul style="list-style-type: none"> ✓ Ensure compliance with legal requirements relating to SEND within the academy 	<ul style="list-style-type: none"> ✓ Implement and comply with the legal requirements relating to SEND at the academy ✓ Liaise with the local authority in respect of pupils who have, or

SPECIAL EDUCATIONAL NEEDS & DISABILITIES					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		shortcomings through the senior executive leadership as appropriate	<ul style="list-style-type: none"> ✓ Produce a report to the directors on SEND provision across the company and take action as they direct. In particular, the senior executive leadership should identify any local SEND offer gaps and take action to address such gaps with director approval ✓ Review KPIs across the academies for identification of any areas of concern for referral to the directors 		<p>might have, SEND</p> <ul style="list-style-type: none"> ✓ Make provision for SEND pupils with or without a statement or EHC Plan

SPECIAL EDUCATIONAL NEEDS & DISABILITIES

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Documents, policies and procedures	*	<ul style="list-style-type: none"> ✓ Adopt a company-wide SEND policy ND ✓ Consider the safeguarding audit outcomes and instruct the senior executive leadership to address any shortcomings, as appropriate 	<ul style="list-style-type: none"> ✓ In accordance with directions from the directors, prepare the company's SEND policy for adoption by the directors ✓ Provide oversight of the implementation of the company-wide SEND policy ✓ Carry out a company-wide safeguarding audit and report the outcomes to the directors for action, as appropriate 	<ul style="list-style-type: none"> ✓ Review and maintain the academy's SEND policy ✓ Provide oversight of the implementation of the policy within the academy and compliance with the legal requirements relating to disability and report to the senior executive leadership/directors ✓ Assist the senior executive leadership with the safeguarding audit at the academy 	<ul style="list-style-type: none"> ✓ Implement the SEND policy in the academy ✓ Assist the senior executive leadership with the safeguarding audit at the academy

SAFEGUARDING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Monitoring and reporting	x	<ul style="list-style-type: none"> ✓ Instruct the senior executive leadership on action to be taken where safeguarding practice in the academies is falling short of the standards expected 	<ul style="list-style-type: none"> ✓ Monitor safeguarding practice (including compliance with legislation) across the company and report to the directors (as matters arise and at least annually) for instructions for action where safeguarding practice is falling short of the standards expected ✓ Report to the directors on the procedures in place for safeguarding 	<ul style="list-style-type: none"> ✓ Ensure that safeguarding practices are followed at the academy and report any shortcomings to the senior executive leadership ✓ Identify training needs and report to the senior executive leadership 	<ul style="list-style-type: none"> ✓ Implement and comply with any safeguarding practices at the academy and report any shortcomings to the LGB/senior executive leadership

SAFEGUARDING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			<ul style="list-style-type: none"> ✓ Identify training needs and report to the directors 		
Compliance	*	<ul style="list-style-type: none"> ✓ Ensure training and legal compliance issues ✓ Ensure the single central record is maintained for all company-based and cross-school appointments 	<ul style="list-style-type: none"> ✓ Arrange training to ensure legal compliance ✓ Monitor directors compliance with the duty to maintain the single central record and take appropriate action where there are any shortcomings 	<ul style="list-style-type: none"> ✓ Ensure completion of the single central record and its regular updating 	<ul style="list-style-type: none"> ✓ Maintain the single central record ✓ Ensure compliance with all relevant regulations e.g. risk assessments, health and safety etc
Recruitment and appointments relating to safeguarding	*	<ul style="list-style-type: none"> ✓ Ensure that at least one director on any recruitment panel has up to date 	<ul style="list-style-type: none"> ✓ Ensure directors have up to date safer recruitment and general 		<ul style="list-style-type: none"> ✓ Appoint a designated teacher to support looked after children and to ensure the

SAFEGUARDING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		safeguarding training ✓ Ensure safer recruitment training is made available to all governors and senior leaders	safeguarding training ✓ Ensure that each academy has appointed a designated teacher to support looked after children		role is compliant with statutory guidance ✓ Appoint a designated safeguarding lead and clearly identify them and all other qualified safeguarding staff
Documents, policies and procedures	x	✓ Adopt a company-wide safeguarding and child protection policy bearing in mind local variance if the company spans more than one local	✓ Make arrangements for safeguarding audits to be conducted by independent personnel ✓ Prepare a company-wide safeguarding and child protection	✓ Review and maintain a safeguarding and child protection policy for the academy (consistent with the company-wide policy)	✓ Implement the safeguarding and child protection policy at the academy

SAFEGUARDING

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>authority area ND</p> <p>✓ Adopt a company-wide policy regarding school trips</p> <p>ND</p>	<p>policy for adoption by the directors bearing in mind local variance if the company spans more than one local authority area</p> <p>✓ Put in place effective systems for safeguarding pupils and take appropriate action where these are not followed</p>		

BEHAVIOUR					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Exclusions	x	<ul style="list-style-type: none"> ✓ Review the use of exclusions across the company and ensure that appropriate action is taken by the senior executive leadership ✓ Convene a committee to review any exclusion of a pupil ✓ Review the overall pattern of exclusions at the academies. 	x	<ul style="list-style-type: none"> ✓ Review the overall pattern of exclusions across academies and report to the directors, taking any action they direct 	<ul style="list-style-type: none"> ✓ Exclude a pupil for a fixed term or permanently, as appropriate
Documents, policies and procedures	x	<ul style="list-style-type: none"> ✓ Adopt a company-wide behaviour 	<ul style="list-style-type: none"> ✓ Prepare a company-wide behaviour 	<ul style="list-style-type: none"> ✓ Ensure effective operation of 	<ul style="list-style-type: none"> ✓ Ensure effective operation of

BEHAVIOUR					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>policy that reflects the Catholic character, ethos and values of the company</p> <p>ND</p> <p>✓ Adopt a company-wide exclusions policy</p>	<p>policy for adoption by the directors</p> <p>✓ Prepare a company-wide exclusions policy for adoption by the directors</p>	<p>all policies at the academy</p>	<p>all policies at the academy</p>

ADMISSIONS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Place planning	x	<ul style="list-style-type: none"> ✓ Assist the diocese with any requirements it may have relating to the Bishop's duty to ensure that there are sufficient school places available for the baptised Catholic children resident in his area ✓ Receive an annual report from the senior executive leadership and share the report with the Diocesan Education Service to assist the 	<ul style="list-style-type: none"> ✓ Prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese 	<ul style="list-style-type: none"> ✓ Assist the senior executive leadership to prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese 	<ul style="list-style-type: none"> ✓ Advise the LGB/senior executive leadership in respect of the need for future places at the academy which will assist the senior executive leadership to prepare their annual report on the need for school places

ADMISSIONS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		Bishop in his responsibilities relating to place planning ✓ Obtain diocesan approval to expand school places across the company			
Admissions arrangements	*	✓ Undertake consultation, determine and publish admissions arrangements as required in accordance with the company-wide admissions policy ✓ Make arrangements for determining	✓ Prepare the company-wide admissions policy (taking into account any Diocesan guidance and the Schools Admissions and Appeals Codes) which will set out the parameters within which the LGB may determine	✓ Ensure effective arrangements are in place for pupil recruitment ✓ Contribute to the development of the academy prospectus (if there is one)	✓ Provide advice and guidance to the LGB and the directors as to requirements under the School Admissions and Appeals Codes ✓ Make arrangements for determining admissions

ADMISSIONS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>admissions and hearing admission appeals</p> <ul style="list-style-type: none"> ✓ Comply with Diocesan guidance on admissions ✓ Comply with the Schools Admissions and Appeals Codes 	<p>admissions arrangements</p> <ul style="list-style-type: none"> ✓ Provide oversight, and support, of the implementation of admissions arrangements across the company ✓ Ensure that the impact of any proposed changes to an academy's admission arrangements are considered in light of the other academies in the company and other catholic schools generally in the diocese Report to the directors regarding 		<p>and hearing admissions appeals in line with the company-wide policy</p> <ul style="list-style-type: none"> ✓ Participate in local admissions forum ✓ Ensure participation in the fair access protocol ✓ Ensure effective arrangements are in place for pupil recruitment to the academy

ADMISSIONS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			admissions arrangements across the academies in the company ✓ Ensure effective arrangements are in place for pupil recruitment to the academies in the company ✓ Provide advice and guidance to directors regarding the requirements of the Schools Admissions and Appeals Codes		
Documents, policies and procedures	x	✓ Adopt the company-wide admissions policy prepared by the senior executive	✓ Work with the diocese to produce a company-wide admissions policy for adoption by the directors	✓ Adopt the company-wide admissions policy in the academy	✓ Ensure compliance with the company-wide admissions policy

ADMISSIONS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>leadership and ensure that it complies with all diocesan requirements</p> <p>ND</p> <p>✓ Review and approve all academy admissions policies before they are determined and published by the LGB</p>	<p>and ensure that it complies with all diocesan requirements</p> <p>✓ Ensure all policies are reviewed by the directors and are compliant with the School Admissions and Appeals Codes</p>		

Useful Resources:

- Diocesan guidance on admissions
- CES Guidance on Eastern Catholic Churches

OTHER PUPIL RELATED MATTERS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Complaints	x	<ul style="list-style-type: none"> ✓ Adopt a company-wide complaints policy and receive reports from the senior executive leadership regarding the level of complaints across the company ND ✓ Notify the diocese of any school level complaints. The directors <i>must</i> notify the diocese of any complaints or issues that could bring into disrepute the Catholic character of the company and/or the 	<ul style="list-style-type: none"> ✓ Prepare a company-wide complaints policy for adoption by the directors and publish the policy on the company's website following adoption ✓ Review the level of complaints across the company and report to the directors outlining the changes initiated as necessary to address any issues 	x	<ul style="list-style-type: none"> ✓ Prepare an academy complaints policy consistent with the company-wide policy

OTHER PUPIL RELATED MATTERS					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		academies within it ✓ Adopt an academy complaints policy (consistent with the company-wide policy) ✓ Hear complaints at the relevant stage			
School level matters	x	✓ Review data provided by the senior executive leadership/LGB relating to pupil premium and sports premium and take action to address any issues, as appropriate	✓ Monitor the levels of attendance in the academies and the use of home-academy agreements and report termly to the directors ✓ Monitor the impact of the pupil	✓ Consult with directors on the times of academy sessions and the dates of academy terms and holidays times ✓ Review attendance and pupil absences	✓ Comply with times of academy sessions and the dates of academy terms and holidays as set by the directors ✓ Maintain a register of pupil attendance

OTHER PUPIL RELATED MATTERS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Set the times of academy sessions and the dates of academy terms and holidays in conjunction with the LGBs ✓ Ensure that the academy meets for 380 sessions in an academy year 	<ul style="list-style-type: none"> premium/sports premium across the company and report to the directors 	<ul style="list-style-type: none"> ✓ Support the company and the headteacher in the extended school provision in the academy ✓ Ensure effective arrangements are in place for pupil support and representation at the academy ✓ Support and advise the headteacher to determine KPIs ✓ Monitor that the school lunch provision at the academy meets the appropriate nutritional standards and take action, as appropriate, if not 	<ul style="list-style-type: none"> and report on attendance and pupil absences (as part of the KPIs) to the LGB ✓ Determine key priorities and KPIs against which pupil progress can be measured ✓ Review and maintain home-academy agreements, if appropriate, which should reflect support for the academy's

OTHER PUPIL RELATED MATTERS

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
					<p>Catholic character</p> <ul style="list-style-type: none"> ✓ Ensure effective deployment of the pupil premium and monitor its impact, reporting any issues to the LGB ✓ Ensure that the school lunch provision at the academy meets the appropriate nutritional standards

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Appointments	x	<ul style="list-style-type: none"> ✓ Appoint a HR committee to oversee recruitment, induction, training, CPD, wellbeing, dismissals and other HR processes for all staff within the company at a strategic level ✓ Ensure that certain posts are filled by practising Catholics in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools, ✓ Ensure that diocesan protocol is followed in respect of the appointment of any other senior post which directly affects the Catholic mission of the company and its academies, including but not limited to the 	<ul style="list-style-type: none"> ✓ Take any action relating to staff appointments across the company as required by the directors ✓ Ensure that the directors involve the diocese at the appropriate stages in any recruitment process 	<ul style="list-style-type: none"> ✓ Support the directors in the process to appoint the headteacher and any other relevant post as requested by the senior executive leadership (acting with the delegated authority of the directors) 	<ul style="list-style-type: none"> ✓ With the LGB, appoint teaching and non-teaching staff

STAFFING

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<p>CEO, or other senior executive(s) and lay chaplains, and is in accordance with the Bishops' Memorandum on Appointment of Teachers in Catholic schools</p> <ul style="list-style-type: none"> ✓ Ensure that the diocese is involved in any recruitment selection and appointment being made, particularly relating to any senior posts which directly affect the Catholic mission of the company and its academies ✓ Determine appointments to be made across one or more academy in the company in line with any diocesan protocol 			

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Staffing structures	x	<ul style="list-style-type: none"> ✓ Determine and review any overarching management structures across the company and budget in accordance with diocesan policy ND ✓ Determine and review staffing structures across the company to ensure financial viability and sustainability whilst ensuring that the educational outcomes of the pupils are protected ✓ Approve any senior leadership and high level non-teaching structures as determined by the senior executive leadership ✓ Develop Catholic leadership within the company and the wider diocese 	<ul style="list-style-type: none"> ✓ With directors approval, determine the senior leadership and high-level non-teaching structures for each academy and advise the directors on the financial viability and sustainability of those structures whilst ensuring that the educational outcomes of the pupils are protected ✓ Monitor and review staffing changes across the company and report any issues to the directors ✓ Support the headteachers to determine staffing structures at the academy 		<ul style="list-style-type: none"> ✓ Determine staffing requirements within the academy and budget

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			<ul style="list-style-type: none"> ✓ Take action as required by the directors to develop Catholic leadership within the company and the wider diocese 		
Pay	x	<ul style="list-style-type: none"> ✓ Establish a pay committee 	<ul style="list-style-type: none"> ✓ Review pay across the academies to guard against equal pay claims and to seek opportunities for harmonisation of pay, where appropriate 	x	x
Terms and conditions of employment	x	<ul style="list-style-type: none"> ✓ Ensure harmonisation of terms and conditions of employment across the company to avoid the risk of employment claims taking into account legal requirements relating to, in particular, equal pay, discrimination and TUPE transfers 	<ul style="list-style-type: none"> ✓ Review the terms and conditions of employment across the academies and advise the directors where there is a possibility of employment claims and/or unrest in the workforce and take any action as 	x	x

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			directed by the directors to ensure that this risk is minimised/removed		
Performance management	x	<ul style="list-style-type: none"> ✓ Conduct the performance management review of the senior executive leader/ CEO (acting through the pay committee) ND ✓ Conduct the performance management review of the company secretary and the clerk (acting through a committee) ✓ With the senior executive leadership and the local governing body, performance manage the headteachers 	<ul style="list-style-type: none"> ✓ Senior executive leader/CEO to conduct the performance management review of the other executive leaders with support from the relevant committees e.g. pay committee, HR committee With the directors and the LGB, performance manage the headteachers 	x	<ul style="list-style-type: none"> ✓ Conduct the performance management and pay progression of staff in the academy in line with the academy's pay policy and appraisal policy

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Suspension and dismissals	x	<ul style="list-style-type: none"> ✓ Suspend and dismiss all executive leadership posts ✓ Suspend and dismiss the company secretary and clerk ✓ Notify the diocese of any suspension or action taken under a disciplinary policy which could result in dismissal of a staff member, particularly where any misconduct may bring the Catholic character of the company and its academies into disrepute 	<ul style="list-style-type: none"> ✓ Senior executive leader/CEO to assist the directors to suspend and dismiss all other executive leadership posts, as required by the directors ✓ With the advice and approval of the directors and the diocese, suspend and dismiss the headteachers (including any executive headteacher or Head of School), deputy headteacher, head of religious education and lay chaplain employed by the company 	x	x

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Documents, policies and procedures	x	<ul style="list-style-type: none"> ✓ Ensure the adoption of CES employment documents (with amendments where appropriate), including the model contracts of employment and workplace policies, in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools ✓ Ensure consultation with staff and trade union officials/representatives before adoption of workplace policies, as appropriate ✓ Adopt a pay policy ✓ Adopt company-wide staff policies and procedures ND ✓ Put in place an appropriate 	<ul style="list-style-type: none"> ✓ Prepare a pay policy for adoption by the directors ✓ Advise the directors on suitable company-wide policies and procedures and ensure their effective implementation, in particular the CES model employment documents pursuant to the Bishops' Memorandum on the Appointment of Teachers in Catholic Schools 	<ul style="list-style-type: none"> ✓ Ensure the company's policies on all HR matters are implemented in the academy 	<ul style="list-style-type: none"> ✓ Implement the company-wide policies and procedures in the academy

STAFFING					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		whistleblowing procedure			
Miscellaneous	x	x	✓ Ensure that there is effective communication between all levels of governance in the company	✓ Ensure that there is effective communication between the headteacher and the senior executive leadership	✓ Approve applications for leave of absence

Useful Resources:

The Bishops' Memorandum on Appointment of Teachers in Catholic Schools

CES model employment documents, including the User Guide

CES Guidance Note on Recruitment of Staff for Governing Bodies

CES Guidance and Model Policy on Disqualification under the Childcare Act 2006

COMMUNICATIONS AND INFORMATION MANAGEMENT

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Compliance	*	<ul style="list-style-type: none"> ✓ Refer any direct communications from RSCs to the diocese ✓ Notify the diocese of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc ✓ Work with the diocese to respond to any media interest and ensure that any public statements and/or responses to media enquiries are approved by the diocese 	<ul style="list-style-type: none"> ✓ Refer any direct communications from RSCs to the directors ✓ Notify the directors of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc for further reporting to the diocese ✓ Ensure compliance with all data protection legislation and good practice across the academies ✓ Develop and implement an integrated ICT strategy to ensure 	<ul style="list-style-type: none"> ✓ Refer any direct communications from RSCs to the directors/senior executive leadership ✓ Notify the directors/senior executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc for further reporting to the diocese ✓ Forward any media interest to the directors/senior executive leadership and ensure that any public statements 	<ul style="list-style-type: none"> ✓ Refer any direct communications from RSCs to the LGB/senior executive leadership ✓ Notify the LGB/senior executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc for further reporting to the directors ✓ Forward any media interest to the directors/senior executive leadership/LGB and ensure that any public

COMMUNICATIONS AND INFORMATION MANAGEMENT

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			<p>compatibility of systems across all the academies in the company to facilitate maximum efficiency and cohesiveness and report any issues to the directors</p> <ul style="list-style-type: none"> ✓ Support the individual academies on the effective safe storage of data ✓ Maintain accurate and secure staff records for the senior executive leadership ✓ Ensure that registration with the Information Commissioner's Office is up to date ✓ Maintain and develop the 	<p>and/or responses to media enquiries are approved by the directors</p> <ul style="list-style-type: none"> ✓ Ensure systems in place are in line with the company's strategy at the academy for effective communication with pupils, parents or carers, staff, parish priests, diocese and the wider community including the support of a local parent teacher association (if established) 	<p>statements and/or responses to media enquiries are approved by the directors</p> <ul style="list-style-type: none"> ✓ Ensure the publication of academy information, ensuring that all electronic communication, including web pages, are up to date ✓ Maintain accurate and secure staff records for the academy ✓ Ensure compliance with all data protection legislation and good practice at the academy

COMMUNICATIONS AND INFORMATION MANAGEMENT					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			company's website ✓ Register the company with the Information Commissioner's Office and maintain such registration		✓ Liaise with the senior executive leadership on the accessibility plan for the academy
Documents, policies and procedures	x	✓ Adopt data protection policies and procedures to comply with legislation relating to data protection and freedom of information	✓ Prepare a company-wide data protection policy for adoption by the directors	✓ Ensure the effective implementation of the data protection policies and procedures in the academy	✓ Implement and comply with the academy's data protection policy

Useful Resources:

CES Guidance Note on the Data Protection Act 1998

CES Guidance Note on Freedom of Information

CES Press Release: Writing Best Practice Guide

CES model Diocesan Communications Protocol

HEALTH & SAFETY					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Health & Safety	*	<ul style="list-style-type: none"> ✓ Adopt a company-wide health and safety policy ND 	<ul style="list-style-type: none"> ✓ Prepare a company-wide health and safety policy for the directors' approval ✓ Monitor and support the implementation of the company-wide health and safety policy and report any issues to the directors ✓ Draw up, agree and monitor an accessibility plan for each academy in consultation with the headteachers, reporting any issues to the directors 	<ul style="list-style-type: none"> ✓ Adopt a health and safety policy (in line with the company-wide policy) 	<ul style="list-style-type: none"> ✓ Prepare a health and safety policy for the academy (in line with the company-wide policy) for adoption by the LGB ✓ Monitor the accident book and agree appropriate actions with the LGB/senior executive leadership ✓ Ensure suitable risk assessments are prepared and appropriate

HEALTH & SAFETY					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
					actions taken ✓ Review security of premises and equipment

RISK					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
	x	<ul style="list-style-type: none"> ✓ Appoint a risk and audit committee ✓ Adopt the disaster recover/business continuity plan for the company and the academies within it and monitor that each academy has implemented such plans 	<ul style="list-style-type: none"> ✓ Prepare a disaster recover/business continuity plan for the company and the academies within it and report to the directors on how the plan is being implemented in each academy ✓ Prepare and maintain a company-wide risk register ✓ Review the risk reports provided by the LGBs and make any recommendations/notifications to the directors as appropriate 	<ul style="list-style-type: none"> ✓ Ensure the academy complies with the disaster recover/business continuity plan for the academy ✓ Review the risk register of the academy and prepare a risk report for the senior executive leadership/directors 	<ul style="list-style-type: none"> ✓ Implement and ensure that the academy is compliant with the disaster recover/business continuity plan for the academy ✓ Prepare the risk register for the LGB having regard to the risks

RISK					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Review risk management and the risk register kept by the senior executive leadership ✓ Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements ✓ Commence or settle any litigation proceedings ND ✓ Provide any relevant and appropriate guarantees and indemnities as authorised by the members/Diocesan 	<ul style="list-style-type: none"> ✓ Ensure that any necessary actions are taken to eliminate/reduce any identified risks ✓ Provide the directors with all relevant information and requirements relating to warranties and indemnities as prescribed by the Academies Financial Handbook and/or the ESFA 		<p>identified by the senior executive leadership and audit processes</p>

RISK					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		Trustees/Religious Order Trustees and in accordance with any requirements prescribed by the Academies Financial Handbook and/or the ESFA			

Useful Resources

Church Scheme Rules on RPA for Church Academies

SCHOOL ESTATE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
Insurance	x	<ul style="list-style-type: none"> ✓ Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements 	<ul style="list-style-type: none"> ✓ Procure buildings and related insurance for the company and all the academies within it ensuring compliance with Diocesan/Religious Order Trustees' requirements 	<ul style="list-style-type: none"> ✓ Ensure compliance with all insurance obligations/requirements at the academy 	<ul style="list-style-type: none"> ✓ Ensure compliance with all insurance obligations/requirements at the academy
School land and buildings	x	<ul style="list-style-type: none"> ✓ Ensure that the company follows the Joint CES and National Society document "The Accounting Treatment of Land Occupied by Church Academies" as published from time to time 	<ul style="list-style-type: none"> ✓ Make any proposals relating to the school estate to the directors in accordance with any requirements set by the Diocesan/Religious Order Trustees ✓ Provide evidence of 	<ul style="list-style-type: none"> ✓ Seek approval from the directors for any changes to fixed assets used by the academy 	x

SCHOOL ESTATE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Review and maintain any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees, including seeking their agreement to any such plans as appropriate ✓ Apply to the Diocesan/Religious Order Trustees for any funding/consent to building works before undertaking any works 	<ul style="list-style-type: none"> compliance with all statutory requirements for works e.g. planning approval, listed buildings consent, buildings regulations consent etc ✓ Prepare any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees and ensure that agreement has been sought 		

SCHOOL ESTATE

Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
		<ul style="list-style-type: none"> ✓ Select, plan and oversee any capital projects and buildings improvements as agreed by the Diocesan/Religious Order Trustees and in accordance with all diocesan protocols ✓ Apply to the Diocesan/Religious Order Trustees for permission for change of use of assets ✓ Ensure land and buildings are maintained and fit for purpose 	<ul style="list-style-type: none"> from them, as appropriate ✓ With agreement from the Diocesan/Religious Order Trustees, advise the directors and manage, in conjunction with them, any capital and building improvement grants ✓ Prepare a report for the directors to share with the Diocesan/Religious Order Trustees on the overall state of the school estate ✓ Ensure all statutory testing and 		

SCHOOL ESTATE					
Action	Members	Directors	Senior Executive leadership (SEL)	Local Governing Body (LGB)	Headteacher / Head of School
			<p>maintenance requirements are complied with e.g. asbestos management plan, fire risk assessments, water hygiene, electrical safety etc</p>		
Lettings	*	<p>✓ Adopt a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements ND</p>	<p>✓ Prepare a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements for adoption by the directors</p>	<p>✓ Ensure the company-wide lettings policy is implemented at the academy</p>	<p>✓ Implement and comply with the company-wide lettings policy in the academy</p>

Useful resources

CES model Protocol between dioceses and multi-academy trust companies

Joint CES and National Society document "The Accounting Treatment of Land Occupied by Church Academies"

Catholic Church Insurance Association: Guidance for Roman Catholic Parishes when letting Diocesan Premises

SCRCAT SCHEME OF DELEGATION 23-24

APPENDIX 2

CONSTITUTION OF THE LOCAL GOVERNING BOARD

1. The name of the academy is St Mary's College/ St Augustine's / St Anthony's / St Charles' / Endsleigh Holy Child / St Mary Queen of Martyrs / St Richard's /St Thomas More / St Vincent's / St Mary's / St Mary & St Joseph's / Our Lady & St Peter / St Peter's / St George's / St John of Beverley.
2. The academy is part of the Catholic Church and is to be conducted as a Catholic academy in accordance with Canon law and the teachings of the Roman Catholic Church and in accordance with the Trust Deed of the Diocese of Middlesbrough and in particular:
 - (a) Religious education is to be in accordance with the teachings, doctrines, disciplines and general and particular norms of the Catholic church;
 - (b) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church; and
 - (c) At all times the academy is to serve as a witness to the Catholic faith in Our Lord Jesus Christ.
3. The academy is a member of St Cuthbert's Roman Catholic Academy Trust.
4. The name of the Local Governing Boards are:
 - LGB 1 - St Mary's College.
 - LGB 2 - St Augustine's, Scarborough
 - LGB3 - Endsleigh Holy Child & St Vincent's
 - LGB 4 - St Thomas More
 - LGB 5 - St Richard's & St Mary Queen of Martyrs
 - LGB 6 - St Mary's, Market Weighton & St Mary and St Joseph's, Pocklington
 - LGB 7 - Our Lady and St Peter, St Peter's & St George's
 - LGB 8 – St Anthony's & St John of Beverley
 - LGB 9 – St Charles (TWN)
5. The LGB shall consist of up to 7 or 8 members of which there shall be:
 - Foundation Director - 1
 - Foundation Governors - up to 4

Parent - up to 1 per school

Staff – up to 1 per school

Headteacher will attend as an ex-officio member

1 Executive Leader will attend but they will not be voting members.

6. The Bishop of Middlesborough shall have the right to appoint Foundation Governors who shall be appointed in accordance with Diocesan protocol.
7. The term of office of Foundation Governors is 5 years.

APPENDIX 3

Terms of Reference for the Education Committee

1. Composition:

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than three members.

2. Chair of Committee:

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

3. Quorum:

3.1. A quorum shall be 3 Director members.

4. Frequency of Meetings:

4.1. Meetings shall be held at least termly.

5. Attendance at Meetings:

5.1. Relevant Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Senior Leaders may also attend if required by the Committee.

6. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

7. Reporting:

7.1. The Chair and Clerk will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

8. Authority:

8.1. The Education Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board.

8.2. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

8.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at

the Committee meeting with relevant experience and expertise if it considers this necessary.

9. Delegated Responsibilities:

9.1. The duties of the Committee shall be:

MONITORING, OVERSIGHT AND SCRUTINY

- Oversight of safeguarding and child protection arrangements of individual academies and the Trust as a whole.
- Oversight of delivery of a broad and balanced curriculum in line with the Trust's strategic vision.
- Maintain oversight of the performance of individual schools and the Trust as a whole, against agreed targets.
- Scrutinise the quality of leadership in each individual school to account for academic performance, quality of SEND provision, quality of provision for all pupil groupings, quality of teaching and learning, exclusions and pupil and staff attendance.
- Oversight of School Improvement Plans and progress made against targets of any school within the Trust that receives an Ofsted judgement that is less than 'good' or is considered a risk.
- Receive all Ofsted or DfE Inspection reports and associated Improvement Plans. Monitoring of the effective use of Pupil Premium funding by the Trust as a whole.
- Receive minutes of the Local Governing Boards (LGB) for oversight and, where necessary, appropriate action.
- Ensure provision of sex and relationships education.
- Consider innovations in pedagogy practice and the potential impact and benefits for the Trust.
- Receive updates on the progress and development of Vantage Teaching School Hub

APPROVAL

Approval of delegated Trust-wide policies relating to Education and Student Welfare. Approval of school day and term dates.

ESCALATION TO TRUST BOARD

Review level 1 Trust-wide policies that are brought before the committee in relation to Education and Student Welfare and recommend to the Trust Board for approval.

Recommend educational targets to the Trust Board for approval.

STATUTORY, LEGAL AND POLICY DUTIES

Articulate the Trust's adherence to public duties in relation to education, SEND and Safeguarding.

REVIEW

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

Date Approved: 28/09/23

APPENDIX 4

Terms of Reference – Finance, Assets, Audit & Risk Committee

1. Composition

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than 3 members.

2. Chair of Committee:

2.1 The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively. The Chair of this committee cannot be the Chair of the Board.

3. Quorum:

3.1. A quorum shall be three Director members.

4. Frequency of Meetings:

4.1. Meetings shall be held each half term.

4.2. The Chair of the FAAR Committee and External Auditors may request a meeting at any time if they consider that one is necessary.

5. Attendance at Meetings:

5.1. The Accounting Officer, Chief Finance Officer and other Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest.

5.2. There shall be at least one opportunity each year, if required, for the Committee Chair to meet privately with the Committee (i.e., without management present) and similarly with the Principal Internal Auditor and the External Auditor

6. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

7. Reporting:

7.1. The Chair and Clerk will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

7.3. The Chair of the Committee or, as a minimum, another member of the Committee, shall attend the Trust Board meeting at which the annual accounts and financial statements are approved and also the Trust's Annual General Meeting.

8. Authority:

8.1. The FAAR Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

8.2. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

9. Delegated Responsibilities:

9.1. The duties of the Committee shall be:

MONITORING, OVERSIGHT AND SCRUTINY

- Ensure the financial sustainability of the Trust, stewardship of assets and efficient use of resources to maximise outcomes for students.
- Review the above considering the Trust's indicative funding, notified annually by the ESFA, and to assess the implications for the Trust in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board with strategies to resolve them.
- To ensure rigour and scrutiny in budget management.
- Monitor and review the funding, reserves, investments, cash, and balance sheet positions of the Trust and assess ongoing financial sustainability, drawing any matters of concern to the attention of the Trust Board.
- Maintain an overview of the rollout of the Trust's Asset Management Plan and related capital bids and grant applications, making recommendations for future guidelines to the Trust Board, as needed.
- To recommend to the Trust Board for approval, a balanced budget, and any significant changes to it, for the financial year to 31 August.
- To ensure that budget forecasts are accurately compiled and based on realistic assumptions.
- Regularly review the appropriateness and effectiveness of levels of delegation and protocols, including the implementation of bank accounts.
- To actively monitor the effectiveness and fairness of GAG Pooling across the Trust.
- To adopt an integrated approach to curriculum and financial planning.
- To embed the use of ESFA financial tools with financial planning, performance, and resource management.
- To submit returns to ESFA by specified dates as published in the Academies Planning Calendar and report as required.
- To share monthly management accounts with the Chair, and other trustees six times a year, even if they do not meet in those months.
- To seek approval from the ESFA for any novel, contentious or repercussive transactions.
- To demonstrate that public funds have been used as intended by Parliament.

- To set financial policies and procedures in line with the Academy Trust Handbook.
- Work with the Chief Finance Officer to produce, review and finalise the annual report and accounts for the Trust. It is expected that the Committee will, where time allows, circulate the draft annual report and accounts to the Audit and Risk Committee for their review before the report and accounts are submitted to the Trust Board for approval.
- Review the Trust Health & Safety policy and to receive reports on Health & Safety issues and incidents on behalf of the Trust Board.

Audit and Risk

- To monitor financial plans to ensure the Trust remains a going concern.
- Check that the provision of non-audit services does not impair the External Auditors' independence or objectivity.
- Discuss with the External Auditors the nature and scope of each forthcoming audit and to ensure that the External Auditor receives the fullest co-operation.
- Review the External Auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- Review the reports and recommendations of the Internal Auditor, together with the appropriateness of management's response.
- To have sound internal control, risk management and assurance processes.
- Monitor the implementation of action agreed by management in response to reports from the External Auditor and Internal Auditor.
- Check that the Trust's audit services comply with the standards specified in the Academy Trust Handbook, complies in all other respects with these guidelines and meets the agreed level of service.
- To actively manage risks through the Trust Risk Register.
- To regularly review Trust contingency and business continuity plans.
- To maintain an accurate and up to date register of business interests.
- To regularly review the Trust Complaint's Register.
- To ensure the Trust meets the requirements of the General Data Protection Regulation

Financial Management and Reporting

- Keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:
 1. Critical accounting policies and practices, and any changes in them.
 2. Decisions requiring a major element of judgement.
 3. The extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed.
 4. The clarity and transparency of disclosures.
 5. Significant adjustments resulting from the audit.

- 6. The going concern assumption; compliance with accounting standards.
- 7. Compliance with Department for Education and legal requirements.
- To recommend to the Member Board the appointment of the external auditors.

Risk Management and Internal Control

- Review the adequacy and robustness of risk registers.
- Keep under review the adequacy and effectiveness of the Trust's governance, risk management, critical incident, IT and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, the Internal Auditor, the External Auditor and any other relevant independent assurances or reports (e.g., from the National Audit Office).
- Review or investigate any other matters referred to the Committee by the Trust Board.

Whistleblowing, Fraud, Bribery and Corruption

- Oversee the requirement for significant losses to be investigated and reported to the DfE where required.
- Receive reports on the outcome of investigations of suspected or alleged impropriety.

APPROVAL

- Approval of delegated Trust-wide policies relating to Finance, Assets, Audit, Risk areas of responsibility.
- Review and approve the Trust's annual Assurance Programme on behalf of the Trust Board

ESCALATION TO TRUST BOARD

- Recommend a 3-year financial plan and 1-year annual budget in advance of each financial year for approval by the Trust Board.
- Report on financial performance throughout the year to the Trust Board, promptly notifying the Trust Board of those financial matters of which the Committee has knowledge which may materially affect the current or future position of the Trust.
- Review Trust-wide policies that are brought before the committee in relation to FAAR areas of responsibility and recommend to the Trust Board for approval.
- Review the Trust's annual accounts and financial statements before they are submitted by the Finance Committee to the Trust Board for approval.
- Oversee the tender process for appointment of the Internal Auditor and External Auditor and to recommend to the Trust Board (internal audit) and to the Members (external audit) the appointment/re-appointment of the Internal Auditor and External Auditor.
- Consider and recommend the audit fees to the Trust Board.

- Review all risk and control related disclosure statements, in particular the Trust's annual Governance Statement, Statement on Regularity, Propriety and Compliance and Value for Money Statement, together with any associated reports and opinions from management, the External Auditor and the Principal Internal Auditor prior to endorsement by the Trust Board.
- Draw any significant recommendations and matters of concern to the attention of the Trust Board, and in cases of urgent matters directly to members of the Trust Board.

STATUTORY, LEGAL AND POLICY DUTIES

- Notify the ESFA as and when required in relation to budgetary matters.
- Articulate the Trust's adherence to its public duties in relation to Value for Money, meeting conditions of funding and grant awards, etc.
- Assure Directors that the Trust is operating in line with its own financial policies and the Academy Trust Handbook and that the Chief Executive Officer is operating in line with the Accounting Officer duties.
- Articulate the Trust's adherence to public duties in relation to health and safety law.

REVIEW - Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

Date Approved: 28/09/23

APPENDIX 5

Terms of Reference for the HR Committee

1. Composition:

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than 3 members.

2. Chair of Committee:

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

3. Quorum:

3.1. A quorum shall be three Director members.

4. Frequency of Meetings:

4.1. Meetings shall be held during the school day each Term.

5. Attendance at Meetings:

5.1. The Chief Executive, Chief Financial Officer and HR Director shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Executive Leaders may also attend if invited by the Committee. The Committee has the right to exclude any Executive Leader and any other attendees during any part of Committee business.

6. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

7. Reporting:

7.1. The Chair and Clerk will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

8. Authority:

8.1. The HR Committee has some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

9. Delegated Responsibilities:

9.1. The duties of the Committee shall be:

MONITORING, OVERSIGHT AND SCRUTINY

- Maintain oversight of performance development and pay awards across the Trust.
- Monitor and evaluate the performance of the Chief Executive.
- To oversee payroll and pensions provision.
- To determine and monitor the implementation of recruitment and retention processes, including DBS and other employment checks.
- Oversight of the Trust's succession plan for all critical and key positions and review development plans, talent retention and career development for potential successors.
- To determine dismissal payments and agree early retirements in line with the Academy Trust Handbook.
- To agree general employment terms and conditions (not an individual's pay/package) in line with adopted policies.
- Receive, and comment on, regular reports from the Executive Team relating to all aspects of the workforce, which may for example include: staff absence rates; staff turnover rates; ratios of staff type, by academy; pay analysis, such as average salaries and level of TLRs.
- Monitor and advise the Trust Board on matters relating to Equality and Diversity through the receipt of regular updates on initiatives and consideration of statutory reports such as Gender Pay Gap reporting.
- To regularly review the whistleblowing policy and ensure any reports of fraud and/or irregularity are investigated and reported back to FAAR Committee.
- To dismiss / suspend CEO.
- End suspension of CEO.
- To ensure the effective management of sickness absence, including the provision of effective occupational health services.
- To establish the Trust-wide code of conduct for staff.
- To co-ordinate training and development for Trustees.
- To make decisions in relation to staff pay, in accordance with the agreed Pay Policy.
- To implement the appraisal and capability process in relation to the CEO.
- To review and recommend for approval statutory, mandatory, and ad-hoc policies in relation to all aspects of school life except those relating to financial, assets, audit and risk management (considered by FAAR Committee).
- Parental complaints

APPROVAL

- Approval of delegated Trust-wide policies relating to HR & workforce
- Approve amendments to the Trust's pay structure and the impact of implementation.
- Approve cost of living pay rises and other national policy pay rises.

ESCALATION TO TRUST BOARD

- Consider and recommend to Trust Board for approval any proposed cost of living pay rises and other pay rises that do not align with national policy
- Recommend to Trust Board for approval any Trust bonus schemes and subsequent payments.
- Review the Trust's policy for handling allegations from whistle blowers and recommend to the Trust Board for approval.

STATUTORY, LEGAL AND POLICY DUTIES

- Articulate the Trust's adherence to public duties in relation to remuneration.
- Assurance that the Trust is operating in line with its own HR policies.
- Articulate the Trust's adherence to public duties in relation to equality and employment law.

REVIEW

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness

Date Approved: 28/09/23

APPENDIX 6

Terms of Reference for the Strategic Committee

1. Composition:

1.1 The Committee shall be appointed by the Trust Board and shall consist of the Chairs of all the sub committees (Excluding LGBs).

2. Chair of Committee:

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

1. Quorum:

3.1. A quorum shall be three Director members.

2. Frequency of Meetings:

4.1. Meetings shall be held at least termly.

3. Attendance at Meetings:

5.1 The Chief Executive and Chief Financial Officer shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Executive Leaders may also attend if invited by the Committee. The Committee has the right to exclude any Executive Leader and any other attendees during any part of Committee business.

4. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

5. Reporting:

7.1. The Chair and Clerk will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy. The Chair of the Committee shall report to the next available meeting of the Trust Board.

8. Authority:

8.1. The Strategic Committee has some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

9. Delegated Responsibilities:

9.1 The duties of the Committee shall be:

MONITORING, OVERSIGHT AND SCRUTINY

- To develop, monitor and evaluate the Trust's strategic plan including financial impact.
- To oversee mission critical strategic projects during planning and implementation phases.
- To respond quickly and effectively to changes in government policy.
- To prepare the Trust for Initial Teacher Training accreditation due to commence 2024. To approve applications for additional grant funding to support development of the Trust.
- To approve the Trust's marketing and communications strategy, including Trust branding etc.
- To oversee websites and ensure they comply with Trust and DfE requirements. To approve Trust strategic events and conferences.
- To review annually the scheme of delegation, for approval by the Board and Members.

APPROVAL

Approval of delegated Trust-wide policies relating to Vantage Teaching School Hub, and Marketing Communications.

ESCALATION TO TRUST BOARD

Strategic Plan for approval.

Responses to changes in government policy.

Any proposed changes to the Scheme of Delegation.

STATUTORY, LEGAL AND POLICY DUTIES

Articulate the Trust's adherence to any changes to government policy. Assurance that the Trust is operating its websites compliantly.

REVIEW

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

Date Approved: 28/09/23

APPENDIX 7

Terms of Reference for the Catholic Life Committee

1. Composition:

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than three members.

2. Chair of Committee:

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

3. Quorum:

3.1. A quorum shall be 3 Director members.

4. Frequency of Meetings:

4.1. Meetings shall be held at least termly, 3 times a year.

5. Attendance at Meetings:

5.1. Relevant Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee, these are senior leaders and those responsible for RE and Catholic life, as required. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest.

6. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

7. Reporting:

7.1. The Chair and Clerk will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

8. Authority:

8.1. The Catholic Life Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board.

8.2. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

8.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at

the Committee meeting with relevant experience and expertise if it considers this necessary.

9. Delegated Responsibilities:

9.1. The duties of the Committee shall be:

Purpose:

The Committee is responsible for providing assurance to the Trust Board on:

- the extent to which each school, and the Trust as a whole, is fulfilling the Bishop's vision for Catholic education in the Diocese of Middlesbrough; and
- the quality of Catholic Life and provision of Collective Worship in all schools across the Trust;
- that each school is promoting and upholding St Cuthbert's vision, values, ethos and mission;
- the progress and effectiveness of schools in meeting the requirements of the diocesan canonical inspection process
-

MONITORING, OVERSIGHT AND SCRUTINY

- constructively challenging the Chaplaincy Team as to the effectiveness and impact of the support provided for schools to help develop their Catholic Life and Collective Worship;
- reviewing schools' current self-assessment according to the Catholic Schools Inspection framework;
- review Trust plan for parish engagement
- constructively challenge the Executive leaders as to the progress towards;
 - Religious Education targets and the quality of teaching of teaching and learning in RE across the Trust
 - Catholic life
 - Collective Worship
- in depth review/scrutiny of schools whose Catholic Life or Collective Worship is inadequate and/or requiring improvement and/or which are causing concern including those that are slow to improve;
- ensure there is provision for the teaching of RSE and review on termly basis.
- Ensure provision of sex and relationships education.
- considering to what extent encounter with the person of Jesus Christ is truly at the heart of each school community, and the Trust as a whole.

APPROVAL

Approval of delegated Trust-wide policies relating to Catholic Life, Collective Worship, Chaplaincy and Religious Education.

Approval of RSE policy

REPORTING TO TRUST BOARD

The Committee shall provide a termly report (via the minutes of the meeting) to the Trust Board summarising the overall position of the Trust and of individual schools within the Trust in living out their Catholic mission and ethos and drawing attention to any schools or issues of concern. The minutes of meetings of the Committee shall be made available to all members of the Trust Board.

STATUTORY, LEGAL AND POLICY DUTIES

Articulate the overall position of the Trust and of individual schools within the Trust in living out their Catholic mission and ethos and drawing attention to any schools or issues of concern.

Articulation of how diocesan, national and universal Church initiatives are being lived out.

REVIEW

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

Date Approved: 29/09/23

APPENDIX 8

Terms of Reference for the Local Governing Boards (LGB)

1. Introduction

1.1. Local Governing Boards (LGB) are local governing bodies whose primary role of the is to provide support and challenge to Headteachers to ensure every child makes good or better progress and that the schools are achieving targets and continually improving. To maximise the ability of local governors to focus on this key area the LGB is not required to set strategy or policy, manage financial resources, staff performance and pay, or many of the other aspects of governance that are dealt with at Trust level.

1.2. The role of an LGB is an important one. Alongside its responsibility for monitoring progress, it is also responsible for the Catholic Life of the Schools and Safeguarding. The LGB's role is to ensure that the schools are, at all times, delivering the Trust's ethos, vision, and strategy, and that Headteachers are supported and challenged in relation to achievement of the Trust's priorities and targets.

1.3. The LGB is to provide focused governance for the school at a local level. The LGB monitors the school's key performance indicators and acts as a critical friend to the Headteacher, providing challenge and where appropriate escalating any matters of concern to the Trust Board via the Executive. The LGB carries out their functions in relation to their respective school or group of schools on behalf of the Trust Board and in accordance with policies determined by the Trust Board.

2. Role and Responsibilities of the LGB

2.1. The Trust is responsible for establishing an LGB for the school or group of schools and appointing the majority of members. The Trust will appoint governors with local knowledge and relationships to ensure the schools are responsive to their community. The essential role of the LGB is to carry forward the Trust's vision and provide support, scrutiny and challenge. Governance is judged under leadership and management within the Ofsted framework. Ofsted will look for evidence of impact and challenge from governors. Governors should focus on pupil outcomes with reference to Trust targets and national performance measures.

2.2. Key responsibilities of the LGB are:

Understanding and Promoting the Trust's Vision and Ethos

- Contribute to and fulfil the vision and ethos of the Trust, ensuring that schools achieve the aims and ambitions it has for its pupils.
- Have particular regard to the distinctive characteristics of their schools and the benefits of being part of a Catholic Multi-Academy Trust.
- Oversee the Catholic Life of the Schools and all that entails.

Scrutiny of Achievement of Targets, School Improvement and Pupil Outcomes

- Monitor and challenge implementation of statutory safeguarding obligations and priorities, including duties relating to looked after children.

- Oversee implementation of the School Improvement Plan, focusing on the school's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board.
- Scrutinise and challenge achievement of academic targets at each KPI point for all pupils throughout the schools, with a 'deep dive' into target groups (boys, disadvantaged, higher achieving pupils, SEN etc).
- Act as a critical friend to the Headteachers, being ready to challenge senior leaders for all aspects of the school's performance.
- Escalate any areas of concern to the Trustees, via the Executive, in relation to the schools' performance and achievement.

Pupil Numbers

- Review and recommend appropriate actions to ensure that the school is achieving target pupil numbers.

Quality of Teaching

- Review and recommend appropriate actions to ensure the highest quality of teaching within the schools.

Attendance

- Review attendance and pupil absences and drive improvements in order to achieve national average or above.

Exclusions

- Monitor and challenge trends in permanent and fixed term exclusions.

Parental and Community Engagement

- Support recruitment of Parent Governors by championing the Trust, schools and role of the governor and supporting local governor recruitment campaigns.
- Assist the Headteacher to develop effective links within the schools' community and parish, communicating openly and frequently as appropriate to meet the schools' responsibilities to the community, developing the schools' reputation and contributing towards achieving full capacity.
- Support any enrichment programme, fundraising or public benefit activities.

Inspection

- Understand the Ofsted requirements for governance and provide LGB members with the appropriate level of information to ensure they are properly equipped to engage with the inspection. Recognising that the LGB does not have delegation to set strategy or policy, manage

financial resources, staff performance and pay, or many of the other aspects of governance that are dealt with at Trust level.

- Engage fully and openly with any inspection of the schools, whether by the Trust Board, Ofsted, Diocese, or any other appropriate public body to whom the school is accountable.

3. Composition of the Local Governing Board

3.1. Each LGB comprises of the following members (referred to as Governors):

- Up to five foundation governors, appointed by the Diocese (1 to be a Foundation Director appointed by the Diocese)
- A parent governor elected from the schools
- A staff governor elected from the school
- Headteacher as an ex officio member
- An Executive Leader will be allocated to the LGB by the CEO (non-voting)

4. Term of Office

4.1. The length of a Governor's term of office shall be five years save that this time limit shall not apply to the Headteacher which person may serve for as long as they remain in office.

5. Qualifications and Disqualifications for Governors

5.1. An LGB Governor must be aged 18 or over at the time of election or appointment.

Registered students cannot be members.

5.2. Only the Bishop can remove a foundation governor. A person is disqualified from becoming a governor or would no longer be eligible to hold the post of governor:

- If the individual is paid to work at the academy and is the subject of disciplinary proceedings in relation to his or her employment or their employment has been terminated.
- If they are the subject of proceedings in any court or tribunal, the outcome of which may be that the governor is disqualified from continuing to hold office due to bankruptcy, disqualification as a company director or other restrictions by law.
- If they have acted in a way that is inconsistent with the governor code of conduct, the ethos of the academy or Trust and has brought or is likely to bring the academy or the LGB or the office of governor into disrepute.
- If they are included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999 or they are disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000 or they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.

- If they are in breach of the duty of confidentiality to the school or Trust or to any member of staff or pupil at the academy.
- If they become incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- If they have not complied with the Trust's safeguarding/DBS policies or a material part of these Terms of Reference.
- If they have not complied with the Trust's Conflicts of Interests policy resulting in a significant breach of trust, as determined by the Trustees.
- If they refuse to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check.
- If they have failed to attend a meeting for 6 months without the consent of the LGB.

5.3. Trustees are eligible to be nominated as LGB members; however, it is the philosophy of the Trust, where possible, to nominate a majority of local foundation community members with the relevant skills and experience.

6. Commitment of Governors

6.1. Governors are required to:

- Prepare for and make an active contribution at meetings of the LGB
- Champion the Trust's vision, ethos and promote the schools in the local community.
- Challenge senior leaders on all aspects of the schools' performance. Provide support and encouragement to the leadership team.
- Familiarise themselves with Trust policies.
- Visit the schools both during school hours (with prior arrangement with the Headteachers) and for evening events to get to know the schools and to be visible to the school community.
- Promote the schools within the local community and contribute to the development of their reputation.
- Be fully equipped with appropriate levels of information in order to participate in Ofsted inspections effectively.
- Undertake recommended training for Governors and attend additional training sessions for Governors, where possible.
- Observe the Trust's requirement for all Local Governors to use SCRCAT Governor email addresses for communications with the Trust and schools.

7. Appointment of the LGB Chair

7.1. All Governors are eligible to become the Chair of the LGB.

7.2. The term of office of the role of Chair of an LGB shall be 2 years (This term is role specific and does not affect the length of the Governor's term of office which shall be five years). Where the Chair is also a Trustee and his 2-year term as a Chair would expire prior to the cessation of the term of office as an Trustee, the Chair's term of office may be extended so that it is coterminous with his term of office as an Trustee.

7.3. On formation of the LGB, the first Chair of an LGB will be appointed by the Trust Board. LGB's will be invited to elect a subsequent Chair from the members of the LGB, from among the eligible Governors, subject to the approval of the Trust Board.

7.4. At any time, the Trust reserves the right to remove the existing Chair and appoint a Chair where it would be in the interests of the future success of the schools and the Trust.

7.5. The Chair's specific duties are to:

- Provide a clear lead and direction for the LGB, promoting delivery of the Trust's vision and ethos and aims.
- Build an effective team, attracting individuals to the LGB with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution.
- Work closely with the Headteacher and the Trust Executive Lead appointed to the LGB to ensure there is proper challenge, support and encouragement.
- Reminding the members of the LGB as often as necessary that school improvement is the focus of all policy and strategy for the schools.
- Ensuring the business of the LGB is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.
- Set the agenda in liaison with the Executive Lead and Governance Professional to ensure the agenda is fit for purpose and pertinent to schools' business and the Trust agenda templates.
- Review minutes and confirm that they accurately reflect the discussion and action points prior to circulation to Governors for approval.
- As necessary, highlight areas of achievement, concern and queries to the Executive Lead for follow up.

8. Appointment of a Vice-Chair

8.1. All Governors are eligible to become the Vice-Chair of the LGB.

8.2. The Vice-Chair of the LGB shall be elected by Governors from amongst all of the eligible Governors for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Governor may be re-appointed for further terms of office as Vice-Chair by the Governors.

8.3. If both the Chair and the Vice-Chair are absent from any meeting of the LGB, those Governors present shall appoint one of their number to chair the meeting. The Governance Professional shall conduct during the part of the meeting at which the Chair is elected.

8.4. The responsibilities of the Vice-Chair include the following:

- Deputise for the Chair in his or her absence.
- Undertake specific actions/tasks agreed with the Chair.
- Set the agenda for meetings of the LGB with the Chair, if requested.

9. Appointment of Local Foundation Governors

9.1. The Local Foundation Governors of the LGB shall be appointed by the Members following completion of an open application process with a focus on securing specific skills gaps within the LGB.

9.2. The responsibilities of the Staff Governors, if appointed, are to help reflect the interests and opinions of staff at the Academy to the LGB and to act with other Governors in the best interests of the Academy.

10. Appointment of Parent Governors

10.1. Parent Governors for each LGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LGB will write to all parents of pupils at the school/s seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Governor and their background and experience that makes them suitable for the role.
- The Chair and/or Headteacher will meet with each nominee to set out the role of the governor, establish their suitability and what they can bring to the Committee and an opportunity to answer general questions about the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the LGB will write to all parents of pupils at the school/s asking them to vote for their preferred candidate.
- A Parent Governor should be a parent, guardian or carer of a registered pupil at the relevant school/s.

10.2. The responsibilities of the Parent Governor are to help reflect the interests and opinions of the parent body of the school/s to the LGB and to act in concert with the other Governors in the best interests of the school/s.

11. Appointment of Staff Governors

11.1. Staff Governors for each LGB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LGB will write to all staff members at the school/s seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Staff Governor and their background and experience that makes them suitable for the role.
- The Chair and/or Headteacher will meet with each nominee to set out the role of the governor, establish their suitability and what they can bring to the Committee and an opportunity to answer general questions about the role.

- In the event that the number of nominees equals or is less than the number of vacancies on the LGB, the LGB can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the LGB will write to all staff at the school/s asking them to vote for their preferred candidate.

11.2. The responsibilities of the Staff Governor are to help reflect the interests and opinions of the staff body of the school/s to the LGB and to act in concert with the other Governors in the best interests of the school/s.

12. Meetings of LGB

12.1. The LGB shall meet once in every term. The LGB is not required to form sub-committees however additional meetings may be convened by the LGB to undertake 'deep- dive' or themed meetings as may be necessary up to a maximum of three meetings per year in total.

12.2. In order to facilitate maximum attendance at the meetings, an annual schedule of meetings will be established by the Governance Professional at the beginning of every academic year.

12.3. A clerk shall be appointed by the Trust and all meetings shall be convened by them, who shall send to the Governors and to the Trust's Governance Team written notice of the meeting and a copy of the agenda and supporting reports at least 7 clear days in advance of the meeting.

12.4. Additional meetings of the LGB as detailed in 11.1 shall be called by the clerk whenever requested by the Chair. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the CEO, waive the need for 7 days' notice of the meeting and substitute such notice as he thinks fit.

12.5. The convening of a meeting and the proceedings conducted shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.

12.6. In the absence of either the Chair or the Vice-chair at a meeting of the LGB, the LGB will agree a replacement for the meeting from among the Governors in attendance. The Headteacher/s shall not Chair the meeting.

13. Quorum

13.1. A quorum must be present, being a minimum of three.

13.2. If the number of Governors assembled for a meeting of the LGB does not constitute a quorum, the meeting shall be cancelled. If in the course of a meeting of the LGB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

13.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at

which a further meeting shall be held and shall direct the clerk to convene the meeting accordingly.

13.4. Any Governor shall be able to participate in meetings of the Governors remotely, provided that they have given reasonable notice to the Governance Professional and that the Governors have access to the appropriate equipment.

14. Decision Making and Voting

14.1. The decisions of the LGB will normally be arrived at by a consensus of members present. Voting will only be used for decision-making in exceptional circumstances.

14.2. Voting will be anonymous, and decisions determined by a simple majority of committee members present at a quorate meeting.

13.3. The chair of the meeting will be included in the vote and in the event of there being an equality of votes the chair will have a second, casting vote.

14.4. Only LGB members present at the meeting will be eligible to vote. There will be no proxy voting.

15. Interests of Governors

15.1. Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the Trust's website. Any Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Governor shall:

15.2. Disclose that fact to the LGB as soon as he or she becomes aware of it. A Governor must absent himself or herself from any discussions of the LGB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the school/s

16. Minutes

16.1. Minutes must be prepared of all formal LGB meetings. Drafts of those minutes must be sent to all attendees. Final minutes, as approved by the Chair, must be sent to the Trust Board within 7 days of approval.

17. Effectiveness of the LSB

17.1. The Trust will monitor the effectiveness of the LGB by:

- External or Trust Reviews.
- Analysis of LGB minutes.
- SCRCAT Trustees attending LGB meetings.
- LGB Effectiveness Reviews.
- Feedback from Governors.

18. Review of Terms of Reference

18.1 The Directors reserve the right to determine the Terms of Reference, membership and proceedings of any LGB as a committee of the Trust Board which may alter from the above.

Date Approved: 28/09/23

APPENDIX 9

Chair of the Trust Board, Vice Chair and Committee Chairs - Role Overview

Chair of the Trust Board – Role Overview Aim

This document specifies the key responsibilities of the Chair of the Trust Board. The clear expectations and requirements set out in this document will also help individual Directors to decide whether they have the appropriate skills and expertise to volunteer for the position of Chair, and also help other Directors to assess the relative merits of candidates when voting for their Chair.

Role Overview

The Chair is responsible for ensuring the effective functioning of the Trust Board and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the Trust Board clear leadership and direction, keeping it focused on its core functions.

The Chair should encourage the Trust Board to work together as an effective team, building its skills, knowledge, and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training, and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

Specific Elements of the Role of Chair

1. Ensure effective and efficient conduct of the Directors' business in particular:
 - Agree with the Chief Executive Officer and clerk to the Trust Board the agenda for all of the Trust Board's meetings.
 - Invite members of staff and professional advisors to Board meetings to comment and advise on Trust Board business as appropriate.
 - Guide each meeting through the items on the agenda.
 - Give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final).
 - Give all Directors the opportunity to express their views before any decisions are taken and ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
 - Determine at Trust Board meetings whether any late items will be accepted onto the agenda.
2. Establish a constructive relationship between the Trust Board, its Committees, the Chief Executive Officer and the Chief Finance Officer, and in particular:
 - Liaise with the Chief Executive Officer and Chief Finance Officer to keep an overview of the organisation's affairs and to provide support as appropriate.
 - Attend meetings with the Chief Executive Officer and Chief Finance Officer on a sufficiently regular basis.

- Review and appraise the performance of and deal with disciplinary and any other personal matters concerning the Chief Executive Officer.
- When a vacancy arises ensure that the Chief Executive Officer is replaced in a timely and orderly fashion.
- Leading improvement and ensuring the board is involved at a strategic level in the Trust's self-evaluation process and that this feeds into its key priorities. Ensure the board has good knowledge of the schools and the work of the Trust and that there are mechanisms in place to listen to the views of parents, pupils and staff.
- Represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.
- Keep up to date with educational policy, particularly in relation to funding and inspection. Make active use of the Governance tools provided by the Trust, such as Membership of NGA and CST.
- Sufficiently engage the Vice-Chair of the Trust in the functions undertaken by the Chair of the Trust to enable the Vice-Chair to discharge the duties of the Chair if the Chair is absent or unavailable for a period of time.
- Lead and develop the team ensuring that the board has the required skills and commitment to govern well, and that identified gaps are filled.
- Ensure there is a plan for succession for the chair, vice chair and any committee chairs.

Vice-Chair of the Trust Board – Role Overview

Specific Elements of the Role of Vice Chair

1. Support the Chair in delivering the above responsibilities.
2. Deliver on specific tasks as delegated by the Trust Board from time to time.
3. Approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation.
4. Act as Chair and to subsume the responsibilities of the Chair if the Chair is absent or unavailable for a period of time up to either the return of the Chair or the election of a new Chair by the Board.

Chair of a Committee of the Trust Board – Role Overview Specific Elements of the Role of Committee Chair

1. Ensure effective and efficient conduct of the Committee's business, in particular:
 - Agree with the appropriate Director and Governance Professional the agenda for all of the Committee's meetings.
 - Invite members of staff and professional advisors to Committee meetings to comment and advise on Committee business as appropriate.
 - Guide each meeting through the items on the agenda.
 - Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).

- Give all Committee members the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so.
 - Determine at Committee meetings whether any late items will be accepted on to the agenda.
2. Establish a constructive relationship with the Chair, Vice-Chair, Directors, Chief Executive Officer, Chief Finance Officer and other appropriate Executive Members:
- Liaise with the CEO, Chief Finance Officer and the appropriate Executive Members to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
 - Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

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APPENDIX 10

Process for electing Chair and Vice-Chair of the Trust Board

Prior to the Meeting

1. The clerk invites written applications with a short supporting statement (250 to 500 words), which are to be submitted to them within the time period specified.
2. Any applications received after the stated date cannot be considered (unless no applications have been received, in line with point 3 below).
3. The clerk circulates the written statements to all Directors prior to the meeting at which the voting will occur, normally with the other materials for the Trust Board meeting.

At the meeting

The business of appointing the new Chair has been described below as being co-ordinated by the clerk and in line with the Articles of Association which requires the Chair and Vice-Chair to be foundation appointments. In the event the incumbent Chair is at the meeting and not standing for re-election, the clerk and Chair will decide who performs this role.

1. If no applications have been received, the clerk seeks applications at the meeting. If no such applications are received, the formal application process will need to be repeated and another meeting of the Trust Board arranged.
2. The clerk confirms to Directors the applications that have been received and invites each applicant in turn to provide a short verbal presentation (maximum 10 minutes) to the other Trustees. After each presentation Trustees may ask questions of points of clarification from the applicant.
3. Once all presentations have been heard, the candidates are requested to leave the meeting whilst the remaining Trustees discuss and debate the merits of each candidate.
4. The clerk then conducts the voting process by the issuance of ballot papers, in order to identify the preferred candidate:
 - The decision is made by simple majority.
 - Directors can abstain from the vote if they wish.
 - Only Directors attending the meeting can vote.
 - In the event of a tie, the vote is re-run.
 - In the event that voting is still tied, Directors will need to reconvene a meeting to re-run the process.
5. The candidates are invited back to the meeting, and the clerk confirms the outcome of the voting process.

Process for selecting the Vice-Chair of the Trust Board

The process for selecting the Vice-Chair is identical to the above.

The process for selecting the Chair and Vice-Chair is undertaken at the same meeting.

Since it is more typical that the Chair and Vice-Chair will be appointed at the same meeting, additional procedural detail is needed:

- Separate applications are required for each of the positions.
- If candidates are applying for the position of Chair, they need to state on their application whether they would also like to be considered for Vice-Chair in the event that they are not successful in their application as Chair. They do not need to prepare a separate supporting statement for Vice-Chair. The clerk will make it clear at the start of the process at the meeting, if the candidates for Chair have made this declaration.
- The presentations for the position of Chair are performed first, and for the vote all candidates for the position of Chair leave the meeting. [Note that any candidates solely for the position of Vice-Chair remain in the meeting]. Once the vote has been completed, the candidates are invited back, and the outcome is announced.
- The presentations for the position of Vice-Chair are then conducted (note any unsuccessful applicants for Chair are not required to present again), and for the vote all candidates for this position leave the meeting. Once the vote has been completed, the candidates are invited back, and the outcome is announced.
- In the event of a tie in the vote for Chair, if at least one of the candidates for Chair has also expressed a desire to be considered for Vice-Chair, then the vote for Vice-Chair must also be postponed to the next meeting until the Chair has been appointed. However, if no such issue exists, the vote for Vice-Chair can be conducted in line with the normal procedures.

Process for Electing Committee Chairs

This section identifies the process for electing Chairs to the Committees of the Trust Board (with the exception of Chairs of the Local Governing Board, which is described in the Terms of Reference of that Committee).

Timing

Committee Chairs will be appointed in the Autumn Term Trust Board meeting to coincide with the appointment of Chair to the Trust Board. The exception to this would be upon resignation of a Committee Chair, and in this circumstance the appointment will be made at the next Trust Board meeting.

The existing Committee Chair is eligible for reappointment for an unlimited number of times.

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